

# **EXHIBIT 1**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DANIEL C. HEDLUND**

I, Daniel C. Hedlund, declare as follows:

1. I am a partner in the law firm Gustafson Gluek PLLC. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.
2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 6,224.25.
3. The total hours expended by my firm produces a lodestar of \$3,131,803.75 at current rates and \$2,532,213.75 at historic rates. The hourly rates for the partners, attorneys, and professional support staff in my firm are the same

as the usual and customary hourly rates charged for their services in contingent antitrust class action matters.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Legal research for and drafting of the original complaint prior to consolidation; analysis of similar filed cases; research, drafting, and revising of the consolidated amended complaint.
- b. Legal research and drafting Plaintiffs' opposition to BCBSM's motion to dismiss; legal research and drafting of Plaintiffs' motion to add/drop certain named plaintiffs and Plaintiffs' reply thereto; legal research and drafting of various motions related to previous settlement; legal research and drafting of Plaintiffs' responses to various motions filed by objectors to the previous settlement; legal research and drafting of brief in response to motions to seal; legal research and drafting other miscellaneous motions or responses to such motions.
- c. Meeting and conferring and corresponding with opposing counsel regarding search terms for document production; review, analysis, and coding of documents produced for this case; coordinating organization of over 150 depositions with Gustafson Gluek

attorneys preparing for and participating in over 35 depositions located throughout the state of Michigan; analysis of deposition transcripts and drafting of deposition digests; conferring and deposition preparation with named plaintiffs; attending and defending the depositions of two named plaintiffs, Susan Baynard and Anne Noah; drafting and revising written discovery responses.

- d. Conferring with experts at Econ One regarding class certification issues; legal research and drafting of Plaintiffs' motion for class certification; analysis of BCBSM's opposition to Plaintiffs' motion for class certification.
- e. Preparing for and attending status conferences; preparing for and attending hearing on BCBSM's motion to dismiss; preparing for and attending hearing on motion to add/drop plaintiffs; preparing for and attending court hearings related to Plaintiffs' previous motions for approval of settlement; preparing for and attending hearing on various motions to seal; preparing for and attending hearing on Plaintiffs' motion for preliminary approval of the amended settlement.
- f. Conferring with co-counsel regarding settlement strategy; meeting with co-counsel and opposing counsel regarding settlement;

telephone conferencing with opposing counsel regarding amended settlement; conferring with claims administrator Epiq regarding settlement administration; conferring with notice provider Kinsella Media regarding notice plan; conferring with class members regarding settlement questions.

- g. Analysis of appeal briefs; drafting of appeal response brief; and assisting with preparation for oral argument.
- h. Conferring and strategizing with co-counsel regarding many of the above items; drafting communications to co-counsel regarding progress and status of case; conferring with co-counsel regarding general case strategy and case prosecution issues; corresponding and conferencing with objectors to the previous settlement.

5. Time spent preparing both fee petitions and related documents is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on these matters from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses incurred by the firm, from inception through April 30, 2018, are \$838,063.18.

8. Attached as Exhibit B is a summary of the unreimbursed expenses incurred by my firm in the pursuit of this matter. The 2014 submission included \$1,440 in expert costs. These costs were reimbursed by the litigation fund and are therefore not included in my firm's unreimbursed expenses now. Additionally, the litigation fund reimbursed my firm \$15,512.11 for copy costs. The copies cost reflected on Exhibit B are only my firm's unreimbursed costs for this category.

9. My firm administered the case litigation fund. The total expenses paid by the litigation fund through April 30, 2018, are \$2,884,995.00.

10. Attached as Exhibit C is a summary of expenses paid from the litigation fund in pursuit of this matter.

11. There is a total of \$5 remaining in the litigation fund, which is the minimum amount required to keep the account open.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 17, 2018

Respectfully submitted,

/s/ Daniel C. Hedlund  
Daniel C. Hedlund  
GUSTAFSON GLUEK PLLC  
120 South Sixth Street, Suite 2600  
Minneapolis, MN 55402  
Tel: (612) 333-8844  
Fax: (612) 339-6622  
E-mail: [dhedlund@gustafsongluek.com](mailto:dhedlund@gustafsongluek.com)

# **EXHIBIT A**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>	
<b>Firm Name</b>	<b>GUSTAFSON GLUEK PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Daniel E. Gustafson	(P)	\$ 1,050.00	455.25	\$ 478,012.50
Daniel C. Hedlund	(P)	\$ 875.00	1,073.00	\$ 938,875.00
Amanda M. Williams	(P)	\$ 675.00	194.75	\$ 131,456.25
Michelle J. Looby	(P)	\$ 625.00	99.00	\$ 61,875.00
Joseph C. Bourne	(P)	\$ 475.00	256.00	\$ 121,600.00
Ellen M. Ahrens	(A)	\$ 350.00	1,772.75	\$ 620,462.50
Joshua J. Rissman	(A)	\$ 475.00	44.50	\$ 21,137.50
Daniel J. Nordin	(A)	\$ 450.00	995.25	\$ 447,862.50
Lucy G. Massopust	(A)	\$ 375.00	28.00	\$ 10,500.00
Johanna Smith	(LC)	\$ 280.00	118.50	\$ 33,180.00
Aalok K. Sharma	(LC)	\$ 265.00	42.00	\$ 11,130.00
Cory M. Carpenter	(CA)	\$ 300.00	549.75	\$ 164,925.00
Danette K. Mundahl	(PL)	\$ 150.00	566.25	\$ 84,937.50
Jamie L. Holzer	(PL)	\$ 200.00	29.25	\$ 5,850.00
<b>TOTAL</b>			<b>6,224.25</b>	<b>\$ 3,131,803.75</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN Case No. 10-cv-14360 Time and Lodestar Summary - Historic Rates				
Firm Name	GUSTAFSON GLUEK PLLC			
Time Period	Inception through November 30, 2016			
Name	Status	Hourly Rate	Total Hours	Total Lodestar
Daniel E. Gustafson	(P)	\$ 750.00	7.00	\$ 5,250.00
Daniel E. Gustafson	(P)	\$ 775.00	92.75	\$ 71,881.25
Daniel E. Gustafson	(P)	\$ 800.00	74.25	\$ 59,400.00
Daniel E. Gustafson	(P)	\$ 850.00	71.00	\$ 60,350.00
Daniel E. Gustafson	(P)	\$ 900.00	142.00	\$ 127,800.00
Daniel E. Gustafson	(P)	\$ 950.00	17.50	\$ 16,625.00
Daniel E. Gustafson	(P)	\$ 975.00	50.75	\$ 49,481.25
Daniel C. Hedlund	(P)	\$ 525.00	11.25	\$ 5,906.25
Daniel C. Hedlund	(P)	\$ 550.00	154.50	\$ 84,975.00
Daniel C. Hedlund	(P)	\$ 575.00	264.25	\$ 151,943.75
Daniel C. Hedlund	(P)	\$ 600.00	239.00	\$ 143,400.00
Daniel C. Hedlund	(P)	\$ 700.00	223.25	\$ 156,275.00
Daniel C. Hedlund	(P)	\$ 750.00	33.50	\$ 25,125.00
Daniel C. Hedlund	(P)	\$ 800.00	147.25	\$ 117,800.00
Amanda M. Williams	(P)	\$ 450.00	187.75	\$ 84,487.50
Amanda M. Williams	(P)	\$ 475.00	7.00	\$ 3,325.00
Michelle J. Looby	(A)	\$ 350.00	0.25	\$ 87.50
Michelle J. Looby	(A)	\$ 375.00	97.50	\$ 36,562.50
Michelle J. Looby	(A)	\$ 400.00	0.75	\$ 300.00
Michelle J. Looby	(A)	\$ 425.00	0.50	\$ 212.50
Joseph C. Bourne	(A)	\$ 350.00	252.00	\$ 88,200.00
Joseph C. Bourne	(A)	\$ 360.00	2.25	\$ 810.00
Joseph C. Bourne	(A)	\$ 385.00	1.75	\$ 673.75
Ellen M. Ahrens	(A)	\$ 300.00	19.25	\$ 5,775.00
Ellen M. Ahrens	(A)	\$ 325.00	1372.25	\$ 445,981.25
Ellen M. Ahrens	(A)	\$ 350.00	381.25	\$ 133,437.50
Joshua J. Rissman	(A)	\$ 325.00	43.00	\$ 13,975.00
Joshua J. Rissman	(A)	\$ 350.00	1.50	\$ 525.00
Daniel J. Nordin	(A)	\$ 300.00	258.75	\$ 77,625.00
Daniel J. Nordin	(A)	\$ 325.00	374.50	\$ 121,712.50
Daniel J. Nordin	(A)	\$ 350.00	118.25	\$ 41,387.50
Daniel J. Nordin	(A)	\$ 375.00	77.25	\$ 28,968.75
Daniel J. Nordin	(A)	\$ 400.00	166.50	\$ 66,600.00
Lucy G. Massopust	(A)	\$ 310.00	18.50	\$ 5,735.00
Lucy G. Massopust	(A)	\$ 350.00	9.50	\$ 3,325.00
Johanna Smith	(LC)	\$ 250.00	85.00	\$ 21,250.00
Johanna Smith	(LC)	\$ 265.00	33.50	\$ 8,877.50
Aalok K. Sharma	(LC)	\$ 250.00	25.00	\$ 6,250.00
Aalok K. Sharma	(LC)	\$ 265.00	17.00	\$ 4,505.00
Cory M. Carpenter	(CA)	\$ 300.00	549.75	\$ 164,925.00
Danette K. Mundahl	(PL)	\$ 150.00	566.25	\$ 84,937.50
Jamie L. Holzer	(PL)	\$ 150.00	3.25	\$ 487.50
Jamie L. Holzer	(PL)	\$ 175.00	5.50	\$ 962.50
Jamie L. Holzer	(PL)	\$ 200.00	20.50	\$ 4,100.00
<b>TOTAL</b>			<b>6,224.25</b>	<b>\$ 2,532,213.75</b>
<b>Status:</b> (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	Please report time in historic rates.			

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>GUSTAFSON GLUEK PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Daniel E. Gustafson	5.75		7.00	34.75	37.25	12.50	4.75	49.25	150.25	144.50		9.25	455.25
Daniel C. Hedlund	14.25		17.50	88.00	329.00	34.75	98.00	48.75	225.50	166.00	2.00	49.25	1,073.00
Amanda M. Williams					194.25					0.50			194.75
Michelle J. Looby					98.00				0.50	0.50			99.00
Joseph C. Bourne			0.50		253.25				1.75	0.50			256.00
Ellen M. Ahrens	13.50	8.50	98.00	93.00	1370.00	2.25	1.75	41.75	10.50	117.75	15.75		1,772.75
Joshua J. Rissman				39.50	0.50					4.50			44.50
Daniel J. Nordin		43.00	7.75	362.00	407.75	10.75	3.50	19.50	66.75	73.00		1.25	995.25
Lucy G. Massopust				9.50	18.50								28.00
Johanna Smith			38.25	9.00	43.00			23.75		4.50			118.50
Aalok K. Sharma					42.00								42.00
Cory M. Carpenter					549.75								549.75
Danette K. Mundahl	0.25		6.00	2.50	427.50	1.75		15.25	7.25	103.25	2.50		566.25
Jamie L. Holzer			1.25	2.75	2.50			0.50	9.00	13.25			29.25
<b>TOTAL Hours</b>	33.75	51.50	176.25	641.00	3773.25	62.00	108.00	198.75	471.50	628.25		59.75	

**Task Codes:**

(01) Pre-filing Investigation/Complaints  
(02) Legal Research  
(03) Pleadings  
(04) Motions & Briefs  
(05) Discovery  
(06) Experts

(07) Class Certification  
(08) Court Appearances & Preparation  
(09) Settlement  
(10) Case Strategy & Management  
(11) Trial Preparation  
(13) Appeals

# **EXHIBIT B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>GUSTAFSON GLUEK PLLC</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH April 30, 2018</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 725,000.00
Outside Copies	\$ 850.34
In-house Reproduction/Copies	\$ 9,992.59
Court Costs & Filing Fees	\$ 930.15
Court Reporters & Transcripts	\$ 1,680.72
Computer Research	\$ 6,348.30
Telephone & Facsimile	\$ 791.94
Postage/Express Delivery/Courier	\$ 608.58
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 59,431.91
Travel: Lodging / Meals	\$ 19,955.46
Travel: Miscellaneous	\$ 30.65
Car Rental / Cabfare / Parking	\$ 8,027.54
Miscellaneous	\$ 4,415.00
<b>TOTAL EXPENSES</b>	<b>\$ 838,063.18</b>

# EXHIBIT C

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b></p> <p align="center"><b>Case No. 10-cv-14360</b></p> <p align="center"><b>Costs and Expenses Summary</b></p>
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<b>FIRM NAME</b>	<b>LITIGATION FUND</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH April 30, 2018</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Outside Copies	\$ 61.48
In-house Reproduction/Copies	\$ 15,512.11
Court Reporters & Transcripts	\$ 57,092.22
Document Production Costs	\$ 134,475.47
Expert Costs	\$ 2,650,478.07
Appeal Costs	\$ 581.00
Witness / Service Fees	\$ 25,230.00
Travel: Airfare	\$ 599.80
Travel: Lodging / Meals	\$ 964.85
<b>TOTAL EXPENSES</b>	<b>\$ 2,884,995.00</b>

# **EXHIBIT 2**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DANIEL A. SMALL**

I, Daniel A. Small, declare as follows:

1. I am a partner in the law firm Cohen Milstein Sellers & Toll PLLC (“Cohen Milstein”). My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of the application of Plaintiffs’ counsel for fees and expenses.

2. The total number of hours reasonably expended on this litigation by attorneys and paralegals at my firm, from inception through November 30, 2016, is 10,495.95.

3. The total hours expended by my firm produces a lodestar of \$5,385,443.50 at current rates and \$4,599,732.75 at historic rates.

4. Time spent preparing this fee declaration and the motion for attorneys' fees and expenses, and the prior (2014) versions of this declaration and the fee and expense motion, is not included in the hours or lodestar stated above.

**Cohen Milstein's Work on the Litigation**

5. Cohen Milstein has been involved in this litigation since its inception. The District Court appointed Cohen Milstein as interim co-lead counsel on May 29, 2012. Since that time, Cohen Milstein has played a key role in drafting the consolidated complaint, taking and defending fact and expert discovery, drafting class certification and other briefs, and negotiating and obtaining preliminary approval of the settlement of this action. It also handled the Sixth Circuit appeal and considerable post-appellate work.

6. My firm drafted and managed several pleadings and briefs. This work included, among other things, the drafting of the initial complaint, the consolidated amended complaint, the Rule 26(f) report, the opposition to Defendant's motions to dismiss, the opposition to Defendant's motion to stay, the proposed protective order, the opening and reply class certification briefs, the preliminary witness list, the response to a motion to compel, responses to interrogatories, the motion to add

plaintiffs, the motions for preliminary and final approval of the 2014 settlement, and the motion for preliminary approval of the current 2016 settlement.

7. My firm conducted factual and legal research including conducting a pre-filing investigation, researching background information about the Blue Cross Blue Shield Association and Blue Cross Blue Shield of Michigan, researching the U.S. Department of Justice's parallel action and other cases filed against Defendant in prior years, examining provider agreements and health plan contracts supplied by Plaintiffs, Defendant, and other insurers, and conducting other legal research relevant to the pleading, fact discovery, class certification, expert discovery and settlement phases of the case.

8. My firm handled depositions, including examining Defendant and third-party witnesses and preparing for and defending depositions of the Plaintiffs and entities with which they worked. This work also included coordinating the management of over 150 depositions with co-counsel and Department of Justice attorneys, analyzing deposition transcripts, and drafting deposition digests.

Attorneys in my firm participated in the depositions of the following fact witnesses: Steve Andrews, Tim Johnson, Kim Sorget, Mark Bartlett, Douglas Darland, Daniel Loepp, and Kevin Cawley.

9. My firm handled discovery and review of the documents of Defendant and third parties. Major work in this category included preparing third-party

document subpoenas and meeting and conferring with the third parties, drafting interrogatories to Defendant, reviewing Plaintiffs' documents and data regarding their hospital payments, reviewing documents produced by Defendant, reviewing documents produced by third parties, handling document clawbacks, extensively analyzing Defendant and third-party insurer provider agreements with hospitals, preparing Plaintiffs' privilege log, and reviewing Defendant's privilege log.

10. My firm met and conferred with counsel for Defendant and third parties on discovery matters and on coordination with the government case. My firm coordinated frequently with other plaintiffs' counsel on numerous litigation matters. This work included conducting Rule 26(f) conferences, preparing correspondence to, and meeting and conferring with, Defendant regarding discovery requests and (assertedly) privileged documents, preparing correspondence to, and meeting and conferring with, third parties regarding document productions and confidentiality issues, and conducting telephone conferences with co-counsel, defense counsel, and Justice Department attorneys regarding coordination between the government and private cases, deposition scheduling, and other discovery issues.

11. My firm worked closely with the Plaintiffs themselves. This work included collecting their documents and data, reviewing and producing their own documents and documents they controlled but that were in the possession of third

parties, conferring with them regarding their purchases, drafting and amending their responses to Defendants' interrogatories, requests for admission, and document requests, preparing for and defending the deposition of Joan Janks, who worked for a health plan administrator and who testified on behalf of Carpenters, and providing litigation updates to referring counsel for the union health fund Plaintiffs.

12. My firm did extensive work on expert issues. My firm researched potential experts to retain. Once Plaintiffs retained Dr. Jeffrey Leitzinger as their economics expert, my firm worked with him and his staff closely. We worked with them to prepare Dr. Leitzinger's class certification expert report and were in the midst of assisting them on his class certification reply expert report when the case settled. We provided discovery materials for Dr. Leitzinger's and his staff's review at their request. My firm helped Dr. Leitzinger prepare for his deposition on his class certification report, and I defended his deposition. I took the deposition of Defendant's economics expert, Dr. David Sibley, on his class certification report.

13. My firm appeared in court several times in this case. Attorneys in my firm prepared for and participated in status hearings, the oral argument on the motion to add and drop plaintiffs, the hearings on preliminary and final approval of

the 2014 settlement, the hearing on preliminary approval of the 2016 settlement, and the hearing on the Varnum intervention motion.

14. I was integrally involved in all the negotiations, and the conferences with co-counsel, that led to the 2014 and 2016 settlements. See Declaration of Daniel A. Small in Support of Plaintiffs' Motion for Final Approval of Settlement and Plan of Allocation (Oct. 24, 2014), ECF No. 169-3. My firm was fully involved in negotiating and drafting the 2014 and 2016 written settlement agreements, and all the related papers, such as the plan of allocation, the class notices, and the claim forms. My firm was involved in the bid process that led to the retention of Epiq Class Action & Claims Solutions, Inc., the settlement administrator, and my firm retained Kinsella Media, the publication notice consultant. My firm worked closely with both companies to devise and implement the class notice program, to respond to (potential) class member inquiries, and to administer the claims process.

15. My firm took the lead in drafting Plaintiffs' appeal brief in the Sixth Circuit Court of Appeals, and I argued the appeal for Plaintiffs.

#### **Exhibits and Summaries of Lodestar and Expenses**

16. Attached as Exhibit A are time and lodestar summaries (at current and at historical rates) for the time my firm spent working on this case from inception through November 30, 2016, broken down by timekeeper.

17. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter through April 30, 2018.

18. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through April 30, 2018, are \$766,955.62. Certain expenses that my firm submitted to the Court for reimbursement in 2014 were later reimbursed from funds that were in Plaintiffs' counsel's litigation fund. These expenses are now included in Exhibit B in the category for litigation fund assessments rather than in the expense categories in which they appeared in 2014.

**Incentive Awards for Carpenters, Abatement and Plumbers**

19. My firm, along with Novara Tesija PLLC, filed one of the original complaints in this consolidated action, on behalf of Michigan Regional Council of Carpenters Employee Benefits Fund ("Carpenters"), the Abatement Workers National Health and Welfare Fund ("Abatement"), and the Monroe Plumbers & Pipefitters Local 671 Welfare Fund ("Plumbers") (collectively, the "Union Health Funds"). My firm worked closely with the Union Health Funds throughout this litigation.

20. The Union Health Funds understood from the beginning that they had no guarantee of financial compensation for the work they performed, and the risks, stresses and distractions they endured, as class representatives in this case, and that

any incentive award they might seek was wholly committed to the Court's discretion.

21. The Union Health Funds did not keep time records for their work on this case, and were not aware at the time of any requirement to do so in order to be eligible for an incentive award. They are not currently able to reliably estimate, much less detail, the hours they devoted to this case. However, I can and do describe some of the tasks they undertook on behalf of the class.

22. The Union Health Funds first became involved in this case in late 2010 when they conferred with counsel and reviewed a draft of the complaint before filing a complaint in this Court on December 8, 2010.

23. The Union Health Funds consulted with Class Counsel and stayed abreast of the status of the litigation. These efforts included calls, e-mails and meetings with counsel and review of numerous filings with the Court and other papers. The funds shared their knowledge of the industry with Class Counsel, particularly about the role self-funded entities.

24. In addition, the funds responded to Defendant's discovery requests. They discussed Defendant's document requests with their counsel and collected and produced thousands of paper and electronic documents and extensive data. These records were produced from multiple custodians both at the funds and at their administrators. The collection was large enough that it required the use of an

outside e-discovery vendor. Abatement produced more than 11,000 documents, Carpenters produced more than 19,000 documents, and Plumbers produced more than 30,000 documents. The three funds also aided in drafting Plaintiffs' interrogatory responses—which numbered nearly 250 pages.

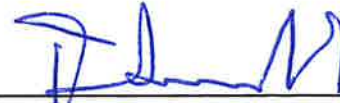
25. Furthermore, Joan Janks--a Plan Manager at Benesys, which administered the health plans of the three funds--was deposed in this litigation as the Rule 30(b)(6) deponent for Carpenters. She reviewed documents and prepared extensively for the deposition on a wide range of topics. Her deposition lasted a full day. Following the deposition, she reviewed a copy of the transcript and provided potential corrections to counsel.

26. The Union Health Funds could have been a free-rider off someone else's efforts in the litigation, but they chose to come forward to represent the class at the cost of significant time, resources, distraction from their business activities, and the stress of litigation. It was important for the class to benefit from the involvement of self-funded entities in addition to the participation of the individual plaintiffs, and that may not have been possible without the commitment and efforts of the Union Health Funds.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: **May 17, 2018**

By: \_\_\_\_\_



Daniel A. Small

# **EXHIBIT A**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>
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<b>Firm Name</b>	<b>Cohen Milstein Sellers &amp; Toll, PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Small, Daniel	(P)	\$900	1,830.50	1,647,450.00
Brown, Benjamin, D.	(P)	\$770	61.00	46,970.00
Johnson, Brent	(P)	\$715	1,481.25	1,059,093.75
Alexander, Laura	(P)	\$605	26.00	15,730.00
Dubner, Jeffrey, B.	(A)	\$530	323.20	171,296.00
Benner, David, A.	(SA)	\$440	358.50	157,740.00
Gutierrez, Alicia, R.	(SA)	\$420	84.50	35,490.00
Ossakow, Ian	(CA)	\$415	382.50	158,737.50
Tran, Ngan	(SA)	\$415	754.75	313,221.25
Boone, Meghan	(A)	\$415	1,785.00	740,775.00
Gebrewold, Besrat	(A)	\$395	90.25	35,648.75
Cacace, Robert	(A)	\$370	525.25	194,342.50
Schmitz, Aaron	(SA)	\$335	82.25	27,553.75
Bush, Brenna	(SA)	\$320	901.00	288,320.00
Abetti, Jonathan	(PL)	\$300	155.50	46,650.00
Clayton, Jay	(PL)	\$290	22.25	6,452.50
Ayyagari, Srinivas	(CA)	\$290	154.25	44,732.50
Pavsner, Seth, M.	(CA)	\$290	507.00	147,030.00

Szemanski, Ali	(PL)	\$270	105.00	28,350.00
Oak, Lindsay	(CA)	\$260	336.00	87,360.00
Cooke, William	(PL)	\$250	530.00	132,500.00
<b>TOTAL</b>			<b>10,495.95</b>	<b>\$ 5,385,443.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (SA) Staff Attorney (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Lodestar Summary - Historic Rates**

<b>Firm Name</b>	<b>Cohen Milstein Sellers &amp; Toll, PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Year</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Small, Daniel	(P)	2010	\$680	11.50	7,820.00
Small, Daniel	(P)	2011	\$700	269.50	188,650.00
Small, Daniel	(P)	2012	\$725	321.00	232,725.00
Small, Daniel	(P)	2013	\$735	255.25	187,608.75
Small, Daniel	(P)	2014	\$795	593.25	471,633.75
Small, Daniel	(P)	2015	\$815	132.25	107,783.75
Small, Daniel	(P)	2016	\$845	247.75	209,348.75
Brown, Benjamin, D.	(P)	2010	\$530	57.00	30,210.00
Brown, Benjamin, D.	(P)	2011	\$550	4.00	2,200.00
Johnson, Brent	(P)	2012	\$515	383.25	197,373.75
Johnson, Brent	(P)	2013	\$530	986.00	522,580.00
Johnson, Brent	(P)	2014	\$595	102.50	60,987.50
Johnson, Brent	(P)	2015	\$620	1.00	620.00
Johnson, Brent	(P)	2016	\$650	8.50	5,525.00
Alexander, Laura	(P)	2012	\$395	22.50	8,887.50
Alexander, Laura	(P)	2013	\$415	3.50	1,452.50
Dubner, Jeffrey, B.	(A)	2014	\$440	163.25	71,830.00
Dubner, Jeffrey, B.	(A)	2015	\$465	97.50	45,337.50

Dubner, Jeffrey, B.	(A)	2016	\$495	62.45	30,912.75
Benner, David, A.	(SA)	2012	\$380	34.00	12,920.00
Benner, David, A.	(SA)	2013	\$380	324.50	123,310.00
Gutierrez, Alicia, R.	(SA)	2014	\$420	84.50	35,490.00
Ossakow, Ian	(CA)	2012	\$415	131.00	54,365.00
Ossakow, Ian	(CA)	2013	\$415	251.50	104,372.50
Tran, Ngan	(SA)	2012	\$350	53.00	18,550.00
Tran, Ngan	(SA)	2013	\$350	701.75	245,612.50
Boone, Meghan	(A)	2012	\$325	473.00	153,725.00
Boone, Meghan	(A)	2013	\$350	1,008.50	352,975.00
Boone, Meghan	(A)	2014	\$415	303.50	125,952.50
Gebrewold, Besrat	(A)	2010	\$325	1.00	325.00
Gebrewold, Besrat	(A)	2011	\$350	89.25	31,237.50
Cacace, Robert	(A)	2010	\$295	18.75	5,531.25
Cacace, Robert	(A)	2011	\$325	249.00	80,295.00
Cacace, Robert	(A)	2012	\$370	257.50	95,275.00
Schmitz, Aaron	(SA)	2012	\$325	82.25	26,731.25
Bush, Brenna	(SA)	2013	\$300	814.00	244,200.00
Bush, Brenna	(SA)	2014	\$310	87.00	26,970.00
Abetti, Jonathan	(PL)	2011	\$225	18.50	4,162.50
Abetti, Jonathan	(PL)	2012	\$240	134.25	32,220.00
Abetti, Jonathan	(PL)	2013	\$245	2.75	673.75
Clayton, Jay	(PL)	2016	\$270	22.25	6,007.50
Ayyagari, Srinivas	(CA)	2012	\$290	24.00	6,960.00

Ayyagari, Srinivas	(CA)	2013	\$290	130.25	37,772.50
Pavsner, Seth, M.	(CA)	2012	\$290	55.00	15,950.00
Pavsner, Seth, M.	(CA)	2013	\$290	452.00	131,080.00
Szemanski, Ali	(PL)	2014	\$250	63.50	15,875.00
Szemanski, Ali	(PL)	2015	\$260	35.25	9,165.00
Szemanski, Ali	(PL)	2016	\$270	6.25	1,687.50
Oak, Lindsay	(CA)	2012	\$260	46.00	11,960.00
Oak, Lindsay	(CA)	2013	\$260	290.00	75,400.00
Cooke, William	(PL)	2012	\$240	110.75	26,580.00
Cooke, William	(PL)	2013	\$245	379.50	92,977.50
Cooke, William	(PL)	2014	\$250	39.75	9,937.50
<b>TOTAL</b>				<b>10,495.95</b>	<b>\$ 4,599,732.75</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (SA) Staff Attorney (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.					

# **EXHIBIT B**

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b></p> <p align="center"><b>Case No. 10-cv-14360</b></p> <p align="center"><b>Costs and Expenses Summary</b></p>
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<b>FIRM NAME</b>	<b>Cohen Milstein Sellers &amp; Toll, PLLC</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH April 30, 2018</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 673,000.00
Outside Copies	
In-house Reproduction/Copies	\$ 184.40
Court Costs & Filing Fees	\$ 590.40
Court Reporters & Transcripts	
Computer Research	\$ 44,358.30
Telephone & Facsimile	\$ 2,171.90
Postage/Express Delivery/Courier	\$ 1,833.64
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 29,699.24
Travel: Lodging / Meals	\$ 11,902.95
Travel: Miscellaneous	\$ 269.35
Car Rental / Cabfare / Parking	\$ 2,309.11
Miscellaneous	\$ 636.33
<b>TOTAL EXPENSES</b>	<b>\$ 766,955.62</b>

# **EXHIBIT 3**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF FRED TAYLOR ISQUITH**

I, Fred Taylor Isquith, declare as follows:

1. I am a partner in the law firm Wolf Haldenstein Adler Freeman & Herz LLP (“WHAFH”). My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs’ application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 8,109.2.

3. The total hours expended by my firm produces a lodestar of \$4,280,770.50 at current rates and \$3,705,809.50 at historic rates.

4. My firm has been involved in nearly every aspect of this litigation including:

a. Pre-filing Investigation, Complaints and Legal Research

WHAFH conducted initial factual investigations and legal research regarding our clients' potential claims against Defendant Blue Cross Blue Shield of Michigan ("BCBS"); reviewed and monitored related litigation against BCBS, including the DOJ and Aetna cases against BCBS; researched legal theories relating to most-favored nation agreements ("MFNs") and monopolization; conferred with experts; drafted and filed our clients' initial class action complaint; and assisted co-lead counsel with drafting Plaintiffs' consolidated amended class action complaint.

b. Pleadings, Motions and Briefs

WHAFH was involved with drafting or responding to numerous motions and supporting memoranda of law, including Plaintiffs' motion to consolidate cases and appoint interim class counsel; Plaintiffs' motion to preserve documents produced in the DOJ case; Defendant's motion to dismiss; Plaintiffs' motion for class certification; Plaintiffs' motion to add or drop named Plaintiffs; Defendant's motion to exclude expert testimony; Plaintiffs' motions

for preliminary and final approval of settlement; responding to Objectors' motion to intervene for purpose of unsealing records; and reviewing and assisting co-lead counsel with Plaintiffs' appellate briefs.

c. Discovery

WHAFH monitored discovery taken in the related DOJ and Aetna cases; met and conferred with Aetna and DOJ regarding the status of discovery in their related actions; sought discovery produced in the related DOJ and Aetna cases; negotiated or attempted to negotiate releases from hundreds of third party hospitals and/or insurers in order to obtain their confidential documents produced in the related actions; drafted and served supplemental discovery requests or subpoenas directed to BCBS and third parties; met and conferred with BCBS regarding the claw-back of inadvertently produced documents; met and conferred with BCBS to obtain cross references for the Bates labeling of the various productions made in the related actions by third parties; met and conferred with BCBS, the DOJ and third parties regarding Plaintiffs' request to obtain discovery produced in related actions; negotiated additional protective orders or HIPAA provisions with third parties as needed to obtain their

productions; established an electronic document repository and hosted a document review platform for Plaintiffs' review and coding of discovery documents; prepared and served cross-notice for depositions noticed in the related DOJ and Aetna actions; reviewed discovery documents produced by BCBS and numerous third parties; searched the voluminous production for insurer-hospital contracting documents requested by Plaintiffs' experts for review and analysis; met and conferred with third-party vendors regarding the collection and processing of Plaintiffs' electronically-stored information; collected, reviewed and produced responsive documents from Plaintiffs Bradley Veneberg and the Shane Group, Inc.; assisted with the review of other Plaintiffs' document productions for responsiveness, confidentiality and privilege; negotiated agreements to allow Plaintiffs' counsel to attend third party depositions where confidential documents or information would be disclosed; attended depositions of various BCBS, Aetna, and other third party witnesses to ensure needed testimony was taken and to protect Plaintiffs' interests; reviewed and summarized deposition testimony; worked closely with Plaintiffs' economic experts to identify any additional discovery needed by Plaintiffs' experts to conduct their analysis from

BCBS and various third parties; drafted, served and negotiated compliance with subpoenas *duces tecum* directed to third party hospitals and health insurance providers seeking supplemental discovery needed by Plaintiffs' experts not otherwise requested or produced in the related DOJ or Aetna actions.

d. Experts

WHAFH researched, vetted, retained, and conferred with experts on issues relating to Plaintiffs' theory of the case, MFNs, monopolization, class certification, damages, impact, and market definition; and worked extensively with Plaintiffs' experts to identify and obtain needed discovery from BCBS and various third-party insurers and hospitals. WHAFH also provided assistance and support to Plaintiffs' experts as needed by the experts to conduct their analyses and draft their reports.

e. Class Certification

WHAFH assisted co-lead counsel in drafting, reviewing and finalizing Plaintiffs' motion for class certification and supporting memoranda of law; worked extensively with Plaintiffs' economic experts to identify and obtain discovery and data needed for expert's class certification analysis and report; and provided support to

Plaintiffs' experts to facilitate the experts in promulgating and finalizing their report in support of class certification.

f. Court Appearances & Preparation

WHAFH prepared for and attended key court hearings including hearings on Plaintiffs' motion to consolidate cases; BCBS' motion for a protective order; BCBS' motion to dismiss; Plaintiffs' motion to add or drop parties; Plaintiffs' motion for attorney fees and final approval of settlement and Plaintiffs' motion for preliminary approval.

g. Settlement

WHAFH, with the other co-lead counsel, was involved in all aspects of settlement negotiations and proceedings, including the determination and execution of Plaintiffs' settlement strategy; Plaintiffs' settlement demand; settlement negotiations; finalizing the settlement agreement; dealing with objections and objectors; and moving for preliminary and final approval of settlement.

h. Case Strategy & Management including Appeal

WHAFH participated in regular case strategy and management conferences with co-lead counsel and Plaintiffs' experts throughout the litigation, including issues such as the coordination of Plaintiffs'

case with the DOJ's and Aetna's respective cases against BCBS; consolidation of the class plaintiffs' actions; discovery strategy; retention of experts and expert strategy; litigation strategy; motion and hearing strategy; deposition strategies; class certification issues and strategy; settlement issues and strategy; responding to objectors; and Plaintiffs' strategy on appeal.

5. WHAFH is not including the time spent preparing this fee declaration or the prior one in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through April 30, 2018, are \$829,007.83. Since my prior Declaration previously submitted in support of Plaintiffs' initial motion seeking an award of attorneys' fees and reimbursement of Expenses and payment of incentive awards submitted to the Court on July 24, 2014 (Dkt. No. 155-4), my firm has incurred an additional \$168,761.02 in expenses which includes \$140,000.00 paid for assessments to Plaintiffs' common litigation fund; \$20,000.00 paid to Plaintiffs' experts; \$2,065.45 for in-house reproduction/copies charges; \$2,119.80 for computerized research fees; \$303.15 in telephone charges; \$410.20 in Federal

Express shipping charges; \$2,902.56 in travel costs; and \$959.86 in miscellaneous costs.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 17, 2018

Respectfully submitted,

By: /s/ Fred T. Isquith

Fred T. Isquith  
**WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP**  
270 Madison Avenue  
New York, New York 10016  
Tel.: (212) 545-4600  
Fax: (212) 686-0114  
[isquith@whafh.com](mailto:isquith@whafh.com)

# EXHIBIT A

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>				
<b>Firm Name</b>	<b>Wolf Haldenstein Adler Freeman &amp; Herz LLP</b>			
<b>Time Period</b>	<b>Inception through November 30, 2016</b>			
<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Daniel W. Krasner	(P)	\$ 965.00	32.40	\$ 31,266.00
Fred T. Isquith	(P)	\$ 915.00	643.90	\$ 589,168.50
Mary Jane Fait	(P)	\$ 885.00	749.10	\$ 662,953.50
Theodore B. Bell	(OC)	\$ 605.00	2048.40	\$ 1,239,282.00
Julie A. Swanson	(OC)	\$ 685.00	110.10	\$ 75,418.50
John E. Tangren	(A)	\$ 610.00	447.20	\$ 272,792.00
Beth A. Landes	(A)	\$ 425.00	1304.60	\$ 554,455.00
Patrick H. Moran	(A)	\$ 530.00	32.00	\$ 16,960.00
Alicia R. Guitierrez	(CA)	\$ 250.00	174.00	\$ 43,500.00
James A. Cirigliano	(PL)	\$ 320.00	24.20	\$ 7,744.00
Sorah Kim	(PL)	\$ 305.00	413.60	\$ 126,148.00
Tony Gjata	(IT)	\$ 365.00	509.30	\$ 185,894.50
David I. Weinstein	(PL)	\$ 265.00	360.50	\$ 95,532.50
Marsha V. Klimek	(PL)	\$ 305.00	1034.90	\$ 315,644.50
Danielle S. Wilborne	(PL)	\$ 255.00	59.80	\$ 15,249.00
Patrick J. Morrissey	(PL)	\$ 250.00	65.70	\$ 16,425.00
David E. Sorensen	(PL)	\$ 325.00	99.50	\$ 32,337.50
<b>TOTAL</b>			<b>8,109.20</b>	<b>\$ 4,280,770.50</b>
<b>Status:</b>				
(P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN Case No. 10-cv-14360 Time and Lodestar Summary - Historic Rates				
Firm Name	Wolf Haldenstein Adler Freeman & Herz LLP			
Time Period	Inception through November 30, 2016			
Name	Status	Hourly Rate	Total Hours	Total Lodestar
Daniel W. Krasner	(P)	\$ 835.00	3.70	\$ 3,089.50
Daniel W. Krasner	(P)	\$ 850.00	8.10	\$ 6,885.00
Daniel W. Krasner	(P)	\$ 865.00	4.90	\$ 4,238.50
Daniel W. Krasner	(P)	\$ 890.00	7.50	\$ 6,675.00
Daniel W. Krasner	(P)	\$ 910.00	8.20	\$ 7,462.00
Fred T. Isquith	(P)	\$ 785.00	15.50	\$ 12,167.50
Fred T. Isquith	(P)	\$ 800.00	243.50	\$ 194,800.00
Fred T. Isquith	(P)	\$ 815.00	78.10	\$ 63,651.50
Fred T. Isquith	(P)	\$ 840.00	107.90	\$ 90,636.00
Fred T. Isquith	(P)	\$ 860.00	64.20	\$ 55,212.00
Fred T. Isquith	(P)	\$ 870.00	69.60	\$ 60,552.00
Fred T. Isquith	(P)	\$ 885.00	65.10	\$ 57,613.50
Mary Jane Fait	(P)	\$ 760.00	87.00	\$ 66,120.00
Mary Jane Fait	(P)	\$ 775.00	287.90	\$ 223,122.50
Mary Jane Fait	(P)	\$ 790.00	270.90	\$ 214,011.00
Mary Jane Fait	(P)	\$ 815.00	103.30	\$ 84,189.50
Theodore B. Bell	(OC)	\$ 485.00	10.50	\$ 5,092.50
Theodore B. Bell	(OC)	\$ 530.00	871.30	\$ 461,789.00
Theodore B. Bell	(OC)	\$ 545.00	794.60	\$ 433,057.00
Theodore B. Bell	(OC)	\$ 565.00	313.60	\$ 177,184.00
Theodore B. Bell	(OC)	\$ 575.00	37.90	\$ 21,792.50
Theodore B. Bell	(OC)	\$ 585.00	20.50	\$ 11,992.50
Julie A. Swanson	(OC)	\$ 560.00	26.40	\$ 14,784.00
Julie A. Swanson	(OC)	\$ 585.00	46.40	\$ 27,144.00
Julie A. Swanson	(OC)	\$ 605.00	37.30	\$ 22,566.50
John E. Tangren	(A)	\$ 350.00	20.10	\$ 7,035.00
John E. Tangren	(A)	\$ 380.00	172.40	\$ 65,512.00
John E. Tangren	(A)	\$ 420.00	249.50	\$ 104,790.00
John E. Tangren	(A)	\$ 445.00	5.20	\$ 2,314.00
Beth A. Landes	(A)	\$ 330.00	845.60	\$ 279,048.00
Beth A. Landes	(A)	\$ 355.00	368.80	\$ 130,924.00
Beth A. Landes	(A)	\$ 375.00	67.10	\$ 25,162.50
Beth A. Landes	(A)	\$ 395.00	23.10	\$ 9,124.50
Patrick H. Moran	(A)	\$ 400.00	32.00	\$ 12,800.00
Alicia R. Guitierrez	(CA)	\$ 250.00	174.00	\$ 43,500.00
James A. Cirigliano	(PL)	\$ 290.00	20.10	\$ 5,829.00
James A. Cirigliano	(PL)	\$ 305.00	4.10	\$ 1,250.50
Sorah Kim	(PL)	\$ 240.00	5.20	\$ 1,248.00
Sorah Kim	(PL)	\$ 250.00	372.30	\$ 93,075.00
Sorah Kim	(PL)	\$ 265.00	36.10	\$ 9,566.50
Tony Gjata	(IT)	\$ 380.00	14.30	\$ 5,434.00
Tony Gjata	(IT)	\$ 400.00	395.20	\$ 158,080.00
Tony Gjata	(IT)	\$ 415.00	86.90	\$ 36,063.50
Tony Gjata	(IT)	\$ 430.00	12.90	\$ 5,547.00
David I. Weinstein	(PL)	\$ 210.00	360.50	\$ 75,705.00
Marsha V. Klimek	(PL)	\$ 240.00	716.10	\$ 171,864.00
Marsha V. Klimek	(PL)	\$ 255.00	318.80	\$ 81,294.00
Danielle S. Wilborne	(PL)	\$ 200.00	10.70	\$ 2,140.00
Danielle S. Wilborne	(PL)	\$ 215.00	28.60	\$ 6,149.00
Danielle S. Wilborne	(PL)	\$ 230.00	20.50	\$ 4,715.00
Patrick J. Morrissey	(PL)	\$ 200.00	65.70	\$ 13,140.00
David E. Sorensen	(PL)	\$ 275.00	37.70	\$ 10,367.50
David E. Sorensen	(PL)	\$ 290.00	23.60	\$ 6,844.00
David E. Sorensen	(PL)	\$ 300.00	38.20	\$ 11,460.00
TOTAL			8,109.20	\$ 3,705,809.50
Status:	(P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.			

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>Wolf Haldenstein Adler Freeman &amp; Herz LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Hours by Task Code												TOTAL
	01	02	03	04	05	06	07	08	09	10	11	13	
Daniel W. Krasner										32.4			32.4
Fred T. Isquith	21.3	1.2	17.0	94.8	118.1	20.8	5.0	33.9	55.9	254.5		21.4	643.9
Mary Jane Fait	97.5	33.1	5.8	87.7	234.1	94.5	29.0	76.3	10.0	81.1			749.1
Theodore B. Bell	9.5	55.5	52.6	152.5	1,220.8	247.1	156.2	22.5	38.3	82.0		11.4	2,048.4
Julie A. Swanson	20.5	32.2		13.1	37.2		6.1			1.0			110.1
John E. Tangren	35.4	42.4	7.1	27.1	242.7	36.9	10.4	6.3	4.6	34.3			447.2
Beth A. Landes		11.0	7.5	35.8	1,250.3								1,304.6
Patrick H. Moran					32.0								32.0
Alicia R. Gutierrez					174.0								174.0
James A. Cirigliano		1.7			20.0					2.5			24.2
Sorah Kim					413.6								413.6
Tony Gjata					509.3								509.3
David I. Weinstein					360.5								360.5
Marsha V. Klimek			7.3	5.3	1,022.3								1,034.9
Danielle S. Wilborne					59.8								59.8
Patrick J. Morrissey					65.7								65.7
David E. Sorensen		5.0	31.0	1.0	62.5								99.5
<b>TOTAL Hours</b>	<b>184.2</b>	<b>182.1</b>	<b>128.3</b>	<b>417.3</b>	<b>5,822.9</b>	<b>399.3</b>	<b>206.7</b>	<b>139.0</b>	<b>108.8</b>	<b>487.8</b>	<b>0.0</b>	<b>32.8</b>	<b>8,109.2</b>

**Task Codes:**

(01) Pre-filing Investigation/Complaints  
(02) Legal Research  
(03) Pleadings  
(04) Motions & Briefs  
(05) Discovery  
(06) Experts

(07) Class Certification  
(08) Court Appearances & Preparation  
(09) Settlement  
(10) Case Strategy & Management  
(11) Trial Preparation  
(13) Appeals

# **EXHIBIT B**

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Costs and Expenses Summary</b></p>
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<b>FIRM NAME</b>	<b>Wolf Haldenstein Adler Freeman &amp; Herz LLP</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH April 30, 2018</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 475,000.00
Outside Copies	\$ 310.18
In-house Reproduction/Copies	\$ 20,941.70
Court Costs & Filing Fees	\$ 262.00
Court Reporters & Transcripts	\$ -
Computer Research & Services	\$ 55,185.35
eDiscovery Processing	\$ 227,041.90
Telephone & Facsimile	\$ 2,130.01
Postage/Express Delivery/Courier	\$ 2,657.73
Professional Fees (Investigator, Accountant, etc.)	\$ 2,368.75
Expert Costs	\$ 20,000.00
Witness / Service Fees	\$ 1,050.00
Travel: Airfare	\$ 8,698.88
Travel: Lodging / Meals	\$ 6,712.45
Travel: Miscellaneous	\$ 169.54
Car Rental / Cabfare / Parking	\$ 4,999.70
Miscellaneous	\$ 1,479.64
<b>TOTAL EXPENSES</b>	<b>\$ 829,007.83</b>

# **EXHIBIT 4**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood

Magistrate Judge Mona K. Majzoub

**DECLARATION OF E. POWELL MILLER**

I, E. Powell Miller, declare as follows:

1. I am a partner at The Miller Law Firm, P.C. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm from inception through November 30, 2016, by attorneys and paralegals at this firm is 3,135.15 hours.

3. The total hours expended by my firm produces a lodestar of \$1,727,207.25 at current rates and \$1,638,468.50 at historic rates. The hourly rates for the partners, attorneys and professional support staff in my firm are the same as

the usual and customary hourly rates charged for their services in contingent antitrust class action matters.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Partners David H. Fink, Ann L. Miller and Casey A. Fry spent 1.75 hours conducting legal research in this matter. Associates Darryl H. Bressack, and Jennifer F. Bean spent 12.00 hours conducting legal research. Legal Research included researching claims and available remedies as well as claimed defenses.
- b. I, along with Partners Marc L. Newman, David H. Fink, Ann L. Miller, Christopher D. Kaye and Casey A. Fry, together with Associates Darryl H. Bressack, and Jennifer F. Bean, and Paralegal Amy S. Long spent 187.75 hours working on Pleadings. This work includes drafting, review, and revision of the Complaint, Consolidated Amended Complaint, as well as analysis of Defendants Answers to both the Complaint and the Consolidated Amended Complaint.
- c. I, along with Partners Marc L. Newman, David H. Fink, Ann L. Miller, Christopher D. Kaye and Casey A. Fry, as well as Associates Darryl H. Bressack, Jennifer F. Bean, and Counsel

Attorney Mariell R. Lehman spent 468.5 hours working on numerous Motions, Responses, Replies, and Briefs. The motions and briefs include, but are not limited to, Motion to Consolidate Cases and Appointment of Interim Class and Liaison Counsel, Initial Pretrial Schedule; Response to Motion for Protective Order filed by Defendants; Response to Motion to Dismiss filed by Defendants; Motion to Add and Drop Named Plaintiffs for the Proposed Class filed by Plaintiffs; and, Motion for Attorneys' Fees, Reimbursement of Expenses, and Payment of Incentive Awards to Class Representatives. The work performed includes working on supporting briefs as well as all Responses and Replies related to the initially-filed Motion and Brief.

- d. I, along with Partner Casey A. Fry, Associates Rick A. Decker, and Jennifer F. Bean performed 1,006.5 hours analyzing millions of documents provided in this matter.
- e. Partner Casey A. Fry and Associate Jennifer F. Bean performed 15.5 hours of work related to obtaining experts. The work performed includes identifying potential experts as well as communicating with potential experts.

- f. I, along with Partner Casey A. Fry and Associate Jennifer F. Bean performed 13 hours of work related to Class Certification. The work performed includes, but is not limited to, work on the drafting and filing of the Motion for Preliminary Approval of Settlement, Certification of Class, and Related Relief filed by Plaintiffs.
- g. I, along with Partner Casey A. Fry and Associate Jennifer F. Bean spent 76.5 hours preparing for and appearing in Court on various matters during the pendency of this case. Court appearances include, but are not limited to, Motion hearings and hearings related to the initial approval of the settlement.
- h. I, along with Partners Marc L. Newman, Ann L. Miller, and Casey A. Fry, Associates Rick A. Decker, and Jennifer F. Bean, Counsel Attorney Mariell R. Lehman, and Paralegal Amy S. Long performed 482.25 hours of work related to the Settlement of this matter. The work performed includes, but is not limited to, corresponding with co-counsel regarding monthly time and expense reports and involvement in settlement negotiations.
- i. I, together with Partners Marc L. Newman, David H. Fink, Ann L. Miller, Christopher D. Kaye and Casey A. Fry, as well as

Associates Darryl H. Bressack, Rick A. Decker, and Jennifer F. Bean, Counsel Attorney Mariell R. Lehman, and Paralegal Amy S. Long performed 618.65 hours of work related to Case Strategy and Management. The work performed includes, but is not limited to, discussions with co-counsel regarding the approach to litigating this matter, maintaining the calendar related to court appearances and filing deadlines, and administrative tasks necessary to ensure effective management of the case file.

- j. Partner Marc L. Newman spent 12.25 hours working on the appeal. These preparations included correspondence with co-counsel regarding strategy, review of documents, opinions and law, reviewing, writing and editing briefing.
- k. I, together with Partner Ann L. Miller, Associate Jennifer F. Bean, and Counsel Attorney Mariell R. Lehman spent 241 hours working on tasks related to the Appeals in this case. The work performed includes, but is not limited to, reviewing Objector pleadings, correspondence with co-counsel related to objections and Objector pleadings, research of Objectors, and drafting of responses to Objector pleadings.

1. In addition to the above tasks and work performed, my firm also gave substantial assistance during the time audit as described in the Affidavit submitted by Gustafson Gluek PLLC.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$177,470.13. Our expenses in 2014 totaled \$51,714.86. We have spent an additional \$125,755.27 since 2014 on additional Litigation Fund contributions, copy charges, Messenger/Courier services to the US District Court, Parking Fees, Airfare for court appearances, Postage, ground transportation charges, research charges, filing fees, and conference call charges.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter. The Expert Costs of \$8,977.50 included on Exhibit B were recategorized from the prior submission in which they were designated as "Professional Fees" to more accurately reflect the underlying expenses.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 16, 2018

Respectfully submitted,

/s/ E. Powell Miller

E. Powell Miller

The Miller Law Firm, P.C.

950 W. University Drive

Suite 300



Telephone: (248) 841-2200

epm@millerlawpc.com

# **EXHIBIT A**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>
--

<b>Firm Name</b>	<b>The Miller Law Firm, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
E. Powell Miller	(P)	\$890.00	660.65	\$ 587,978.50
Marc L. Newman	(P)	\$750.00	88.00	\$ 66,000.00
David H. Fink	(P)	\$725.00	74.25	\$ 53,831.25
Ann L. Miller	(P)	\$690.00	20.75	\$ 14,317.50
Christopher D. Kaye	(P)	\$625.00	22.50	\$ 14,062.50
Casey A. Fry	(P)	\$525.00	727.50	\$ 381,937.50
Darryl G. Bressack	(A)	\$525.00	56.25	\$ 29,531.25
Rick A. Decker	(A)	\$465.00	77.00	\$ 35,805.00
Jennifer F. Bean	(A)	\$395.00	1222.50	\$ 482,887.50
Mariell R. Lehman	(CA)	\$475.00	94.50	\$ 44,887.50
Amy S. Long	(PL)	\$175.00	91.25	\$ 15,968.75
<b>TOTAL</b>			<b>3,135.15</b>	<b>\$ 1,727,207.25</b>
<b>Status:</b>  (P) Partner (A) Associate (CA) Counsel Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	<b>The Miller Law Firm, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
E. Powell Miller	(P)	\$725.00	274.50	\$ 199,012.50
E. Powell Miller July 1, 2014-November 30, 2016	(P)	\$890.00	386.15	\$ 343,673.50
Marc L. Newman	(P)	\$695.00	9.75	\$ 6,776.25
Marc L. Newman July 1, 2014-November 30, 2016	(P)	\$750.00	78.25	\$ 58,687.50
David H. Fink	(P)	\$725.00	74.25	\$ 53,831.25
Ann L. Miller	(P)	\$680.00	5.00	\$ 3,400.00
Ann L. Miller July 1, 2014-November 30, 2016	(P)	\$690.00	15.75	\$ 10,867.50
Christopher D. Kaye	(P)	\$450.00	22.50	\$ 10,125.00
Christopher D. Kaye January 1, 2015- November 30, 2016	(P)	\$625.00	0.00	\$ -
Casey A. Fry	(P)	\$525.00	727.50	\$ 381,937.50
Darryl G. Bressack	(A)	\$525.00	56.25	\$ 29,531.25
Rick A. Decker	(A)	\$465.00	77.00	\$ 35,805.00
Jennifer F. Bean	(A)	\$340.00	690.50	\$ 234,770.00
Jennifer F. Bean July 1, 2014-November 30, 2016	(A)	\$395.00	532.00	\$ 210,140.00
Mariell R. Lehman	(CA)	\$465.00	94.50	\$ 43,942.50
Amy S. Long	(PL)	\$175.00	91.25	\$ 15,968.75
<b>TOTAL</b>			<b>3,135.15</b>	<b>\$ 1,638,468.50</b>
<b>Status:</b>  (P) Partner (CA) Counsel Attorney (SA) Senior Associate (A) Associate (LC) Law Clerk (PL) Paralegal				

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>The Miller Law Firm, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Hours by Task Code												TOTAL
	01	02	03	04	05	06	07	08	09	10	11	13	
E. Powell Miller			32.00	62.75	13.50		2.00	24.50	206.25	243.40		76.25	660.65
Marc L. Newman			1.25	0.25					67.25	7.00		12.25	88.00
David H. Fink		1.00	22.75	11.25						39.25			74.25
Ann L. Miller		0.75	12.50	0.25					1.25	5.75		0.25	20.75
Christopher D. Kaye			11.00	0.25						11.25			22.50
Casey A. Fry		4.50	73.25	115.25	363.50	10.50	3.50	13.75	2.50	141.25			727.50
Darryl H. Bressack		3.75	22.25	4.75						25.50			56.25
Rick A. Decker					11.50				58.00	7.50			77.00
Jennifer F. Bean		3.75	6.75	234.75	618.00	5.00	7.50	38.25	129.00	21.50		158.00	1222.50
Mariell R. Lehman				39.00					17.75	31.25		6.50	94.50
Amy S. Long			6.00						0.25	85.00			91.25
<b>TOTAL Hours</b>	<b>0</b>	<b>13.75</b>	<b>187.75</b>	<b>468.5</b>	<b>1006.5</b>	<b>15.5</b>	<b>13</b>	<b>76.5</b>	<b>482.25</b>	<b>618.65</b>	<b>0</b>	<b>253.25</b>	

**Task Codes:**

(01) Pre-filing Investigation/Complaints  
(02) Legal Research  
(03) Pleadings  
(04) Motions & Briefs  
(05) Discovery  
(06) Experts

(07) Class Certification  
(08) Court Appearances & Preparation  
(09) Settlement  
(10) Case Strategy & Management  
(11) Trial Preparation  
(13) Appeals

# **EXHIBIT B**

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Costs and Expenses Summary</b></p>
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<b>FIRM NAME</b>	<b>The Miller Law Firm, P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH April 30, 2018</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 156,000.00
Outside Copies	
In-house Reproduction/Copies	\$ 8,475.75
Court Costs & Filing Fees	\$ 750.00
Court Reporters & Transcripts	\$ 275.00
Computer Research	\$ 299.66
Telephone & Facsimile	\$ 380.45
Postage/Express Delivery/Courier	\$ 549.98
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	\$ 8,977.50
Witness / Service Fees	
Travel: Airfare	\$ 1,016.20
Travel: Lodging / Meals	\$ 414.93
Travel: Miscellaneous	\$ 107.00
Car Rental / Cabfare / Parking	\$ 223.66
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 177,470.13</b>

# **EXHIBIT 5**

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF ERIC L. CRAMER**

I, Eric L. Cramer declare as follows:

1. I am a Managing Shareholder in the law firm of Berger & Montague, P.C. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 1,071.70.

3. The total hours expended by my firm produces a lodestar of \$789,598.50 at current rates and \$599,818.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Investigated and developed the main legal theories of the case with co-counsel and economic experts, including EconOne;
- b. Worked with economic experts to develop evidence supporting the underlying theories of antitrust violation, class certification, economic impact, and assessment of damages;
- c. Organized and attended meetings with co-counsel and expert witnesses concerning economic and market power issues and case strategy;
- d. Interfaced with officials from the Department of Justice and third party insurers concerning their parallel claims;
- e. Drafted and revised the initial complaint and other pleadings with co-counsel;
- f. Drafted and reviewed discovery requests and subpoenas, and responses thereto;
- g. Reviewed documents produced by defendants and third parties;
- h. Prepared for, and took numerous third party fact witness depositions;
- i. Worked on resolving issues related to deficiencies in the data required by economic experts;
- j. Prepared economic expert witnesses for deposition;
- k. Took a leading role in preparation of economic expert reports and the briefing related to class certification;
- l. Took a leading role in working with economic experts to calculate damage figures;

- m. Participated in evaluating settlement and proposals; and
- n. Developed settlement allocation plan and claims administration and class notice processes.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$220,793.32. Since the 2014 fee submission, my firm was assessed and contributed an additional \$26,000 to the litigation fund in this case and my firm incurred approximately \$100 of additional expenses since 2014.

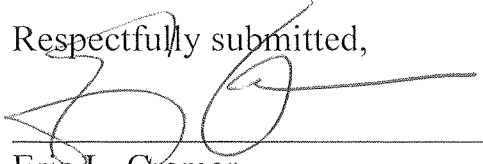
8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter. Certain travel and other expenses were re-categorized in the current expense summary compared to the 2014 version to more accurately reflect the expenses incurred.<sup>1</sup>

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

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<sup>1</sup> Additionally, \$2,029.92 was removed from the claimed expenses since 2014 to correct an error.

Dated: May 2, 2018

Respectfully submitted,  


Eric L. Cramer  
Berger & Montague, P.C.  
1622 Locust Street  
Philadelphia, PA 19103  
(215) 875-3000  
[ecramer@bm.net](mailto:ecramer@bm.net)  
[bergermontague.com](http://bergermontague.com)

# **EXHIBIT A**

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Current Rates</b></p>	
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<b>Firm Name</b>	<b>BERGER &amp; MONTAGUE, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Eric L. Cramer	(P)	\$ 945.00	213.40	\$ 201,663.00
Ellen T. Noteware	(P)	\$ 685.00	858.30	\$ 587,935.50
<b>TOTAL</b>			<b>1,071.70</b>	<b>\$ 789,598.50</b>

<p><b>Status:</b></p> <p>(P) Partner  (OC) Of Counsel  (SC) Senior Counsel  (A) Associate  (CA) Contract Attorney  (LC) Law Clerk  (PL) Paralegal  (IT) Information Tech.</p>	
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<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
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<b>Firm Name</b>	<b>BERGER &amp; MONTAGUE, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Eric L. Cramer	(P)	\$ 650.00	2.60	\$ 1,690.00
Eric L. Cramer	(P)	\$ 675.00	0.40	\$ 270.00
Eric L. Cramer	(P)	\$ 725.00	67.30	\$ 48,792.50
Eric L. Cramer	(P)	\$ 800.00	42.60	\$ 34,080.00
Eric L. Cramer	(P)	\$ 875.00	97.30	\$ 85,137.50
Eric L. Cramer	(P)	\$ 925.00	3.20	\$ 2,960.00
Ellen T. Noteware	(SC)	\$ 470.00	83.30	\$ 39,151.00
Ellen T. Noteware	(SC)	\$ 500.00	773.10	\$ 386,550.00
Ellen T. Noteware	(SC)	\$ 625.00	1.90	\$ 1,187.50
<b>TOTAL</b>			<b>1,071.70</b>	<b>\$ 599,818.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (SC) Senior Counsel) (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN  
Case No. 10-cv-14360  
Time and Task Summary

Firm Name	Berger & Montague, P.C.
Time Period	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Eric L. Cramer		\$ 3.90	19.80		12.1	81	32.9		44	19.7			213.4
Ellen T. Noteware			2.00		771.7	5.7	74.2		0.4	4.3			858.3
<b>TOTAL Hours</b>	0	3.9	21.8	0	783.8	86.7	107.1	0	44.4	24	0	0	

Task Codes:

- |  |                                      |
|--|--------------------------------------|
| (01) Pre-filing Investigation/Complaints | (07) Class Certification             |
| (02) Legal Research                      | (08) Court Appearances & Preparation |
| (03) Pleadings                           | (09) Settlement                      |
| (04) Motions & Briefs                    | (10) Case Strategy & Management      |
| (05) Discovery                           | (11) Trial Preparation               |
| (06) Experts                             | (13) Appeals                         |

# EXHIBIT B

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	Berger & Montague, P.C.
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 208,500.00
Outside Copies	\$ -
In-house Reproduction/Copies	\$ 519.42
Court Costs & Filing Fees	\$ -
Court Reporters & Transcripts	\$ -
Computer Research	\$ 1.56
Telephone & Facsimile	\$ 4.79
Postage/Express Delivery/Courier	\$ 151.73
Professional Fees (Investigator, Accountant, etc.)	\$ -
Expert Costs	\$ -
Witness / Service Fees	\$ -
Travel: Airfare/Train	\$ 6,286.51
Travel: Lodging / Meals	\$ 2,738.50
Travel: Miscellaneous	\$ 105.02
Car Rental / Cabfare / Parking	\$ 2,485.79
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 220,793.32</b>

# **EXHIBIT 6**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DARRYL BRESSACK**

I, Darryl Bressack, declare as follows:

1. I am a partner in the law firm Fink + Associates Law. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 419.75 hours.

3. The total hours expended by my firm produces a lodestar of \$335,000 at current rates and \$226,000 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

a. Legal Research, Pleadings, Motions, Briefs. FAL worked with lead counsel on numerous motions and briefs. For example, FAL assisted with: preparation of the Motion to Consolidate; briefing relating to Defendant's Motions to Dismiss; briefing regarding Motions for separate classes; arguments on Motions to Dismiss; briefing regarding leadership; issues relating to briefing by Aetna; briefing relating to Preliminary Approval; briefing relating to objections to settlement; supplemental briefing regarding intervention and final approval; briefing regarding Motion for Sanctions and objections to settlement; strategy with respect to briefing regarding final approval and objections; preparation for oral argument on objections.

b. Discovery. FAL participated in numerous aspects of discovery. For example, FAL assisted with preparation of the discovery plan, coordination of discovery and document review. FAL prepared for and took depositions in Traverse City, St. Ignace, Lansing, Grand Rapids, Garden City and elsewhere. FAL appeared for other depositions, including of Aetna employees. FAL also prepared deposition summaries for the depositions handled by the firm.

c. Class Certification and Settlement. FAL assisted lead counsel with various issues relating to class certification and settlement. For example, FAL assisted with the briefing of the Motion for Class Certification and related expert report. FAL also assisted with settlement strategy and discussions.

d. Court Appearances & Preparation. FAL assisted lead counsel with issues relating to Court appearances and proceedings. For example, FAL assisted with: the initial hearing on the Motion to Consolidate and Dismiss; the hearings held on June 7, 2011; status conferences; court hearings held on April 20, 2012, and; the Motion to Dismiss hearing on October 9, 2012.

e. Case Strategy & Management. FAL participated in and assisted with numerous case strategy and management decisions. These include: meetings and decisions regarding coordination with the government case; issues relating to consolidation; early discovery coordination issues; meeting with Assistant Attorneys General; strategy regarding Motion to Stay; issues relating to separately pending cases; deposition strategies; the motions to dismiss; legislation under consideration; class certification; objections to settlement and approval; responding to objector's "emergency motion"; issues relating to the appeal and related filings; and, appeal mediation.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$9,518.18.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter. The total amount is the same as was previously submitted to the Court. However, we re-allocated certain costs and expenses because the costs had previously been assigned to the wrong categories. FAL previously allocated \$739.84 to the categories: "Witness / Service Fees" and "Travel: Airfare." Those costs related to a deposition taken by my firm in Traverse City and another taken in Mackinaw City. We did not pay witness fees or travel by air for the depositions, therefore the costs were re-allocated to the proper categories: "Travel: Lodging / Meals," "Travel: Miscellaneous" (bridge fare), "Car Rental / Cabfare / Parking," and "Miscellaneous" (fuel).

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 2, 2018

Respectfully submitted,

/s/ Darryl Bressack

Darryl Bressack (P67820)

David H. Fink (P28235)

Fink + Associates Law

38500 Woodward Ave; Suite 350

Bloomfield Hills, MI 48304



Tel.: (248) 971-2500

dbressack@finkandassociateslaw.com

# EXHIBIT A



<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>
--

<b>Firm Name</b>	<b>Fink+Associates Law, PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David H. Fink	(P)	\$ 925.00	183.00	\$ 169,275.00
Darryl G. Bressack	(P)	\$ 700.00	236.75	\$ 165,725.00
<b>TOTAL</b>			<b>419.75</b>	<b>\$ 335,000.00</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				


<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	<b>Fink+Associates Law, PLLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David H. Fink (2016)	(P)	\$ 825.00	6.50	\$ 5,362.50
Darryl G. Bressack (2016)	(P)	\$ 625.00	5.25	\$ 3,281.25
David H. Fink (2015)	(P)	\$ 775.00	35.25	\$ 27,318.75
Darryl G. Bressack (2015)	(P)	\$ 575.00	15.75	\$ 9,056.25
David H. Fink (2014)	(P)	\$ 725.00	7.50	\$ 5,437.50
Darryl G. Bressack (2014)	(P)	\$ 525.00	5.75	\$ 3,018.75
David H. Fink (2013)	(P)	\$ 675.00	6.25	\$ 4,218.75
Darryl G. Bressack (2013)	(P)	\$ 450.00	19.50	\$ 8,775.00
David H. Fink (2012)	(P)	\$ 650.00	40.25	\$ 26,162.50
Darryl G. Bressack (7.1.2012-12.31.2012)	(P)	\$ 430.00	117.00	\$ 50,310.00
Darryl G. Bressack (1.1.2012-6.30.2012)	(P)	\$ 395.00	48.25	\$ 19,058.75
David H. Fink (2011)	(P)	\$ 625.00	87.25	\$ 54,531.25
Darryl G. Bressack (2011)	(P)	\$ 375.00	25.25	\$ 9,468.75
<b>TOTAL</b>			<b>419.75</b>	<b>\$ 226,000.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
---	--

Firm Name	Fink+Associates Law, PLLC
Time Period	Inception through November 30, 2016

	Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL	
David H. Fink		0.75	2.00	69.50	38.75		1.75	16.75	1.50	44.25		7.75	183	
Darryl G. Bressack			1.25	40	162.5			14.5	0.75	13		4.75	236.75	
<b>TOTAL Hours</b>	0	0.75	3.25	109.5	201.25	0	1.75	31.25	2.25	57.25	0	12.5		

Task Codes:	
(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **EXHIBIT B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>
---

<b>FIRM NAME</b>	<b>Fink+Associates Law, PLLC</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>

DESCRIPTION	EXPENSES INCURRED
Assessments	\$ 7,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 1,073.25
Court Costs & Filing Fees	\$ 134.60
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	
Postage/Express Delivery/Courier	\$ 70.49
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	\$ 477.98
Travel: Miscellaneous	\$ 8.00
Car Rental / Cabfare / Parking	\$ 159.64
Miscellaneous	\$ 94.22
<b>TOTAL EXPENSES</b>	<b>\$ 9,518.18</b>

# **EXHIBIT 7**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF MICHAEL G. MCLELLAN**

I, Michael G. McLellan, declare as follows:

1. I am a partner in the law firm Finkelstein Thompson LLP. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 444 hours.

3. The total hours expended by my firm produces a lodestar of \$261,060 at current rates and \$238,734.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Preparing complaint for initial filing;
- b. Preparing for, planning, and participating in depositions;
- c. Reviewing documents;
- d. Analyzing and summarizing deposition transcripts; and
- e. Negotiating third party discovery.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$31,911.19. This includes approximately \$365 in lodging expenses that were inadvertently omitted from my July 18, 2014 declaration.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 2, 2018

Respectfully submitted,

/s/ Michael G. McLellan

Michael McLellan

Finkelstein Thompson LLP

3201 New Mexico Avenue, NW, Suite 395

Washington, DC 20016



202-337-8000

mmclellan@finkelsteinthompson.com

# EXHIBIT A

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>
--

<b>Firm Name</b>	<b>FINKELSTEIN THOMPSON LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
L. Kendall Satterfield	(P)	\$ 750.00	25.00	\$ 18,750.00
Michael G. McLellan	(P)	\$ 625.00	195.60	\$ 122,250.00
Stan M. Doerrer	(A)	\$ 450.00	130.40	\$ 58,680.00
Donald A. Resnikoff	(OC)	\$ 660.00	93.00	\$ 61,380.00
<b>TOTAL</b>			<b>444.00</b>	<b>\$ 261,060.00</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	<b>FINKELSTEIN THOMPSON LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
L. Kendall Satterfield	(P)	\$ 750.00	11.70	\$ 8,775.00
L. Kendall Satterfield	(P)	\$ 715.00	13.30	\$ 9,509.50
Michael G. McLellan	(P)	\$ 575.00	41.90	\$ 24,092.50
Michael G. McLellan	(P)	\$ 525.00	95.10	\$ 49,927.50
Michael G. McLellan	(P)	\$ 450.00	58.60	\$ 26,370.00
Stan M. Doerrer	(A)	\$ 450.00	130.40	\$ 58,680.00
Donald A. Resnikoff	(OC)	\$ 660.00	93.00	\$ 61,380.00
<b>TOTAL</b>			<b>444.00</b>	<b>\$ 238,734.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>FINKELSTEIN THOMPSON LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
L. Kendall Satterfield	0.5		3.60		16.8					4.1			25
Michael G. McLellan	10.4		1.60		139.6				8	36			195.6
Stan M. Doerrer					130.4								130.4
Donald A. Resnikoff	88		5.00										93
<b>TOTAL Hours</b>	98.9	0	10.2	0	286.8	0	0	0	8	40.1	0	0	

**Task Codes:**

(01) Pre-filing Investigation/Complaints  
(02) Legal Research  
(03) Pleadings  
(04) Motions & Briefs  
(05) Discovery  
(06) Experts

(07) Class Certification  
(08) Court Appearances & Preparation  
(09) Settlement  
(10) Case Strategy & Management  
(11) Trial Preparation  
(13) Appeals

# EXHIBIT B

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Costs and Expenses Summary</b></p>
---

<b>FIRM NAME</b>	<b>FINKELSTEIN THOMPSON LLP</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH October 31, 2017</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 27,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 754.05
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	\$ 31.08
Telephone & Facsimile	\$ 16.97
Postage/Express Delivery/Courier	\$ 23.80
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 2,189.39
Travel: Lodging / Meals	\$ 1,066.94
Travel: Miscellaneous	\$ 13.95
Car Rental / Cabfare / Parking	\$ 315.01
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 31,911.19</b>

# **EXHIBIT 8**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF JOSEPH GOLDBERG**

I, Joseph Goldberg, declare as follows:

1. I am a partner in the law firm Freedman Boyd Hollander Goldberg Urias & Ward, PA. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 203.56.

3. The total hours expended by my firm produces a lodestar of \$72,422.00 at current rates and \$68,980.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Document review; and
- b. Assistance in pleadings.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$7,706.12.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: April 26, 2018

Respectfully submitted,

/s/ Joseph Goldberg

Joseph Goldberg

Freedman Boyd Hollander Goldberg Urias  
& Ward, PA

20 First Plaza NW, Suite 700

Albuquerque, NM 87102

(505) 842-9960

jg@fbdlaw.com

# **EXHIBIT A**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>				
<b>Firm Name</b>	<b>FREEDMAN BOYD HOLLANDER GOLDBERG URIAS &amp; WARD P.A.</b>			
<b>Time Period</b>	<b>Inception through November 30, 2016</b>			
<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Vincent Ward	(P)	\$ 300.00	40.00	\$ 12,000.00
Michael Goldberg	(OC)	\$ 450.00	97.66	\$ 43,947.00
Mary Lou Boelcke	(A)	\$ 250.00	65.90	\$ 16,475.00
<b>TOTAL</b>			<b>203.56</b>	<b>\$ 72,422.00</b>
<b>Status:</b> (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Historic Rates</b></p>
---

<b>Firm Name</b>	<b>FREEDMAN BOYD HOLLANDER GOLDBERG URIAS &amp; WARD P.A.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Vincent Ward	(P)	\$ 275.00	40.00	\$ 11,000.00
Michael Goldberg	(OC)	\$ 425.00	97.66	\$ 41,505.50
Mary Lou Boelcke	(A)	\$ 250.00	65.90	\$ 16,475.00
<b>TOTAL</b>			<b>203.56</b>	<b>\$ 68,980.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Task Summary</b>													
<b>Firm Name</b>	<b>FREEDMAN BOYD HOLLANDER GOLDBERG URIAS &amp; WARD P.A.</b>												
<b>Time Period</b>	<b>Inception through November 30, 2016</b>												

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Vincent Ward	0.50	29.60	0.50	0.30	9.10								40.00
Michael Goldberg					97.66								97.66
Mary Lou Boelcke					65.90								65.90
<b>TOTAL Hours</b>	0.5	29.6	0.5	0.3	172.66	0	0	0	0	0	0	0	X

<b>Task Codes:</b>	
(01) Pre-filing Investigation/Complaints (02) Legal Research (03) Pleadings (04) Motions & Briefs (05) Discovery (06) Experts	(07) Class Certification (08) Court Appearances & Preparation (09) Settlement (10) Case Strategy & Management (11) Trial Preparation (13) Appeals

# **EXHIBIT B**

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Costs and Expenses Summary</b></p>	
<b>FIRM NAME</b>	<b>FREEDMAN BOYD HOLLANDER GOLDBERG URIAS &amp; WARD P.A.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 7,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 5.12
Court Costs & Filing Fees	\$ 201.00
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	
Postage/Express Delivery/Courier	
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 7,706.12</b>

# EXHIBIT 9

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF WILLIAM E. HOESE**

I, William E. Hoese, declare as follows:

1. I am a shareholder in the law firm Kohn, Swift & Graf, P.C. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals is 1071.15.

3. The total hours expended by my firm produces a lodestar of \$457,432.50 at current rates and \$423,093.50 at historic rates.

4. My firm has been involved in several aspects of this litigation, principally discovery.

KS&G researched and drafted background memoranda for potential deposition witnesses Dan Fishbein, Brian Marsella, Laura Spencer, Mike Winters, Bill Berenson, James Maciag, Kelly Wright, Felicia Norwood, Michael Ciarrocci, Debbie Lantzy, Michael Vaught, Suzanne Hall, Cory Orazk, John Bridges, Joe Zubertsky, Kirk Rosin, Thomas Sargent, and Ross Sanders. My firm also prepared deposition digests for DiCrese, Schonfeld, O'Neil, and Helms, and analyzed the Gustavo Bamberger transcript to determine if there were materials to use for class certification. Further, KS&G reviewed documents as part of the ongoing discovery efforts.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$91,794.70. This amount differs from the amount incurred from inception of the case through June 30, 2014 because my firm paid an additional \$24,000 in assessments to defray expenses.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 2, 2018

Respectfully submitted,

/s/ William E. Hoese  
William E. Hoese  
KOHN, SWIFT & GRAF, P.C.  
1600 Market Street, Suite 2500  
(215) 238-1700  
whoese@koh Swift.com

# **EXHIBIT A**

THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN  
Case No. 10-cv-14360  
Time and Task Summary

Firm Name

KOHN, SWIFT & GRAF, P.C.

Time Period

Inception through November 30, 2016

Hours by Task Code

Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
William E. Hoese		14.70	14.80		5.2				0.1	0.8			35.6
Craig W. Hillwig		4.30			248.4					2.1			254.8
David Benner					264.75								264.75
Ian Ossakow					230.75								230.75
Lindsay Oak					285.25								285.25
<b>TOTAL Hours</b>	0	19	14.8	0	1034.35	0	0	0	0.1	2.9	0	0	

Task Codes:

(01) Pre-filing Investigation/Complaints  
(02) Legal Research  
(03) Pleadings  
(04) Motions & Briefs  
(05) Discovery  
(06) Experts

(07) Class Certification  
(08) Court Appearances & Preparation  
(09) Settlement  
(10) Case Strategy & Management  
(11) Trial Preparation  
(13) Appeals



<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Current Rates</b></p>
--

<b>Firm Name</b>	<b>KOHN, SWIFT &amp; GRAF, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
William E. Hoese	(P)	\$700	35.60	\$ 24,920.00
Craig W. Hillwig	(P)	\$625	254.80	\$ 159,250.00
David Benner	(CA)	\$350	264.75	\$ 92,662.50
Ian Ossakow	(CA)	\$350	230.75	\$ 80,762.50
Lindsay Oak	(CA)	\$350	285.25	\$ 99,837.50
<b>TOTAL</b>			<b>1,071.15</b>	<b>\$ 457,432.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	<p align="center"><b>Please report time in current rates.</b></p>			

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	<b>KOHN, SWIFT &amp; GRAF, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
William E. Hoese (2010)	(P)	\$ 550.00	9.60	\$ 5,280.00
William E. Hoese (2011)	(P)	\$ 550.00	1.00	\$ 550.00
William E. Hoese (2012)	(P)	\$ 600.00	11.90	\$ 7,140.00
William E. Hoese (2013)	(P)	\$ 625.00	13.00	\$ 8,125.00
William E. Hoese (2014)	(P)	\$ 635.00	0.10	\$ 63.50
Craiw W. Hilliwg (2012)	(P)	\$ 500.00	203.90	\$ 101,950.00
Craiw W. Hilliwg (2013)	(P)	\$ 525.00	50.90	\$ 26,722.50
David Benner	(CA)	\$ 350.00	264.75	\$ 92,662.50
Ian Ossakow	(CA)	\$ 350.00	230.75	\$ 80,762.50
Lindsay Oak	(CA)	\$ 350.00	285.25	\$ 99,837.50
<b>TOTAL</b>			<b>1,071.15</b>	<b>\$ 423,093.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	<b>Please report time in historic rates.</b>
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# **EXHIBIT B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>KOHN, SWIFT &amp; GRAF, P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 91,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 263.65
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	\$ 16.29
Postage/Express Delivery/Courier	\$ 14.76
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	
Miscellaneous	
<b>TOTAL EXPENSES</b>	\$ 91,794.70

# **EXHIBIT 10**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF ALYSON OLIVER**

I, Alyson Oliver, declare as follows:

1. I am a partner in the law firm Oliver Law Group PC. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 474.90.

3. The total hours expended by my firm produces a lodestar of \$284,362.50 at current rates and \$189,870.00 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. Initial client intake and interview of class representatives;
- b. Continued review of applicable pleadings and court filings with co-counsel and class representatives;
- c. Teleconferences with co-counsel and class representatives;
- d. Correspondence to co-counsel and class representatives;
- e. Coordination of contact and conferences between co-counsel and class representatives;
- f. Attendance at multiple court proceedings;
- g. Draft and review of numerous pleadings involving factual assertions of class representatives;
- h. Review and evaluation of records and documents in response to discovery request production associated with class representatives; and
- i. Conducted meetings, teleconferences and assisted with preparation of class representative depositions.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$9,962.94.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.

9. In addition to some small increases in telephone and postage expenses since the 2014 submission, some travel expenses have been revised to correct previous accounting errors.

10. As part of my role in the case, I was the primary client contact with plaintiffs Scott Steele, Susan Baynard, and Anne Noah.

11. In my practice, I have not previously encountered the requirement that a class representative be required to keep track of their time in the same manner as attorneys in order to support an application for an incentive award. Accordingly, I did not instruct the plaintiffs to do so and they did not keep such contemporaneous records. As a result, they are unable to accurately re-create such time records after the fact.

12. Counsel never made any promise or commitment to any Plaintiffs that they would be eligible for any compensation for being a class representative above

and beyond what they would receive as a result of simply being a class member. Plaintiffs understood that any such award would be completely in the discretion of the Court. Prior to the settlement being reached, there was no discussion of any amounts that Plaintiffs' counsel would seek for incentive awards.

13. As a result of my contact with the Plaintiffs, I know the following facts to be true regarding each Plaintiff.

14. Scott Steele first became involved in the case in 2011 as a proposed class representative. In that role, I regularly consulted with him about the filing of important documents such as the complaint and updates on cases including court rulings. I met, spoke, and emailed with Mr. Steele numerous times regarding the status of the case. In addition, I sent him copies of court filings and orders so that he could review them and stay abreast of the case as part of his duties as a class representative. I worked with Mr. Steele to respond to Defendant's discovery requests.

15. Susan Baynard became involved in this case around June 2013. In her role as a class representative, she and I had numerous conversations about this case. I sent her multiple pleadings to review. She spent time gathering documents responsive to Defendant's document request including contacting to 3<sup>rd</sup> parties to obtain responsive documents,

16. On January 12, 2014 Ms. Baynard traveled approximately 250 miles across the state of Michigan to Detroit for two days to prepare with counsel and sit for a deposition on January 13, 2014. She was required to take two days off her job without pay spending the first day traveling to Detroit and meeting with counsel, including reviewing documents, and the second day sitting for the deposition and traveling back to her home. Following her deposition, she reviewed the transcript to look for potential corrections.

17. Anne Noah became involved in this litigation in June 2013. I had numerous communications with her regarding the status of the case including sending her many relevant documents and pleadings. Ms. Noah worked hard to gather documents responsive to Defendant's document requests including reviewing her own files and requesting documents from third parties, such as bank statements from financial institutions, insurance policies from her employer, and insurance explanation of benefit forms.

18. Ms. Noah traveled approximately over 200 miles from Benzonia, MI to Detroit for a deposition preparation session on January 8, 2014 and her deposition on the following day. As part of her preparation session she met with counsel to review certain documents and then sat for her deposition and traveled home on the second day. She was required to take two vacation days from her job which she otherwise could have used to spend time with her family. Following her

deposition, she spent time reviewing her transcript to make any necessary corrections.

19. All three plaintiffs could have sat back and participated in the case as absent class members without any disruption or time taken out of their professional and personal lives. Instead, the all stepped forward and contributed their time and energy toward the prosecution of this class action so that the other class members could benefit from the settlement ultimately reached in this case.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 17, 2018



Respectfully submitted,

/s/Alyson Oliver  
Oliver Law Group PC  
1647 W. Big Beaver Road  
Troy, MI 48084  
(248) 327-6556

# EXHIBIT A

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>
--



<b>Firm Name</b>	Oliver Law Group P.C.
<b>Time Period</b>	Inception through November 30, 2016

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Alyson Oliver	(P)	\$ 725.00	175.20	\$ 127,020.00
Matthew Barsenas	(A)	\$ 525.00	274.60	\$ 144,165.00
Lisa Gray (f/k/a Lisa Asmus)	(A)	\$ 525.00	25.10	\$ 13,177.50
<b>TOTAL</b>			<b>474.90</b>	<b>\$ 284,362.50</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	Oliver Law Group P.C.
<b>Time Period</b>	Inception through November 30, 2016

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Alyson Oliver	(P)	\$ 725.00	7.20	\$ 5,220.00
Alyson Oliver	(P)	\$ 595.00	168.00	\$ 99,960.00
Matthew Barsenas	(A)	\$ 300.00	274.60	\$ 82,380.00
Lisa Gray (f/k/a Lisa Asmus)	(A)	\$ 300.00	25.10	\$ 7,530.00
<b>TOTAL</b>			<b>474.90</b>	<b>\$ 189,870.00</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN  
Case No. 10-cv-14360  
Time and Task Summary

<b>Firm Name</b>	Oliver Law Group P.C.
<b>Time Period</b>	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Alyson Oliver	56.4	1.60	2.00		45.4			22.8	0.4	46.6			175.2
Matthew Barsenas	6.7				262.1			3		2.8			274.6
Lisa Gray (f/k/a Lisa Asmus)	5.5				19.4					0.2			25.1
<b>TOTAL Hours</b>	68.6	1.6	2	0	326.9	0	0	25.8	0.4	49.6	0	0	

**Task Codes:**

(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **EXHIBIT B**

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Costs and Expenses Summary</b></p>
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<b>FIRM NAME</b>	<b>Oliver Law Group P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>

<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 7,500.00
Outside Copies	\$ 76.00
In-house Reproduction/Copies	\$ 140.00
Court Costs & Filing Fees	\$ 350.00
Court Reporters & Transcripts	\$ -
Computer Research	\$ 8.95
Telephone & Facsimile	\$ 58.42
Postage/Express Delivery/Courier	\$ 86.11
Professional Fees (Investigator, Accountant, etc.)	\$ -
Expert Costs	\$ -
Witness / Service Fees	\$ -
Travel: Airfare	\$ -
Travel: Lodging / Meals	\$ 600.64
Travel: Miscellaneous	\$ 1,024.32
Car Rental / Cabfare / Parking	\$ 118.50
Miscellaneous	\$ -
<b>TOTAL EXPENSES</b>	<b>\$ 9,962.94</b>

# **EXHIBIT 11**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DAVID A. BALTO**

I, David A. Balto, declare as follows:

1. I am a partner in the Law Offices of David Balto. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 1007.70.

3. The total hours expended by my firm produces a lodestar of \$338,500.00 at current rates and \$315,875.00 at historic rates.

4. My firm has been involved in numerous aspects of this litigation,  
including:

- a. Analysis of theories for underlying case;
- b. Drafting and editing of initial complaint;
- c. Legal research on underlying antitrust claims, including  
monopolization theories and most favored nations provisions;
- d. Reviewing documents for deposition preparation for the following  
witnesses: Richard Felbinger, Colleen Koppenhaver, Terrence  
Burke, David Marcellino, Ryan Powers, Cass Wisniewski, Chuck  
Nelson, Michael Pelc, Sidney Sczygelsk, Kathleen Rondeau,  
Dennis Franks, Kathy Kendall, Connie Downs, Thomas Marks,  
Denise Christy, Carol Sheard, Scott Wilkerson, Greg Beeg,  
Lawrence Lounds, Michael Grisdela, John Barnas, William  
Isentien, Kevin McPherson, Bonnie Friedrichs, Ron Rybar,  
Kimberly Horn, Nick Vitale, Kenneth Matzick, Nancy Jenkins,  
Marc Gross, Mary Whitbread, Erik Helms, Heidi O'Neil, Michael  
Koziara, Randy Narowitz, Julie Novak, Richard Murdock, Tim  
Susterich, Don Whitford, Curtis Hawse, Karen Cimafranca, Julie  
Smith, Jim Scoggin, Melissa Sole, Michael Cutlip, Karl Albrecht,  
Pail Peppin, Jerome Konal, Lovan Hamp, Michelle Tracy, E.J.

Person, Dale Kearney, Vincent Sobocinski, Steve Morganstern,  
Kathleen Rondeay, James Deitsche, Allen Tucker, Tim Calhoun,  
Mark Gronda, Cathy Bukowski, Robert Plaskey, Donald Longpre,  
Donna Kopinski, Robert Smith, and Amy Wooden;

- e. Preparing summaries and digest reports of depositions of key witnesses, including Susan Barkell, Richard Felbinger, Michael Winters, Helen Hughes, Jeffrey Longbrake, Steven Morganstern, Michele Tracy, Jill Wehner, Dan Babcock, and Suzanne Hall;
- f. Conferring with experts on case theories.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$9,135.00.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.



Dated: May 3, 2018 Respectfully submitted,

/s/ David A. Balto  
Law Offices of David Balto  
1325 G Street, NW  
Suite 500  
Washington, DC 20005  
Tel: 202-577-5424  
Email: David.Balto@dcantitrustlaw.com

# EXHIBIT A

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>
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<b>Firm Name</b>	<b>Law Offices of David Balto</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David Balto	(P)	\$ 700.00	67.40	\$ 47,180.00
Brad Wasser	(A)	\$ 400.00	92.30	\$ 36,920.00
Spencer Baldwin	(A)	\$ 300.00	848.00	\$ 254,400.00
<b>TOTAL</b>			<b>1,007.70</b>	<b>\$ 338,500.00</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
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<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	<b>Law Offices of David Balto</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
David Balto	(P)	\$ 500.00	30.40	\$ 15,200.00
David Balto	(P)	\$ 600.00	27.00	\$ 16,200.00
David Balto	(P)	\$ 700.00	10.00	\$ 7,000.00
Brad Wasser	(A)	\$ 250.00	92.30	\$ 23,075.00
Spencer Baldwin	(A)	\$ 300.00	848.00	\$ 254,400.00
<b>TOTAL</b>			<b>1,007.70</b>	<b>\$ 315,875.00</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>Firm Name</b>	<b>Law Offices of David Balto</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

	Hours by Task Code												
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
David Balto	10.1	13.9			31.9					11.5			67.4
Brad Wasser	1.9	13.7			76.7								92.3
Spencer Baldwin					848								848
TOTAL Hours	12	27.6	0	0	956.6	0	0	0	0	11.5	0	0	

Task Codes:	
(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **EXHIBIT B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>Law Offices of David Balto</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 7,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 615.00
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	\$ 1,020.00
Telephone & Facsimile	
Postage/Express Delivery/Courier	
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 9,135.00</b>

# **EXHIBIT 12**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF RICHARD A. LOCKRIDGE**

I, Richard A. Lockridge, declare as follows:

1. I am a partner in the law firm Lockridge Grindal Nauen P.L.L.P. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through October 31, 2017, by attorneys and paralegals at this firm is 452.75.

3. The total hours expended by my firm produces a lodestar of \$328,481.25 at current rates and \$267,737.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

a. conducted investigative and industry research for complaint;

- b. researched and investigated Plaintiffs' cause of action and facts, drafted and revised complaint and amended complaint;
- c. continue editing and reviewing pleadings throughout case including motion for class certification and motions to add or withdraw plaintiffs;
- d. participated in review of documents produced by defendants;
- e. participated in and travelled to many Defendant depositions including, but not limited to, Roeser, Liston, Brown, and Schaal;
- f. participated in discovery pleadings and motion practice including extensive legal research; and
- g. contributed in numerous conferences with co-counsel regarding these activities.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through October 31, 2017, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$161,536.35. The majority of the additional expenses since 2014 have been of assessment payments to the

litigation fund. The deletions from the earlier submission included an inadvertent charge in the miscellaneous category and excessive agent fees in airfare category.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.



I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on this 8th day of May, 2018 in Minneapolis, Minnesota.

s/Richard A. Lockridge  
Richard A. Lockridge

# EXHIBIT A

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>
--

<b>Firm Name</b>	Lockridge Grindal Nauen P.L.L.P.
<b>Time Period</b>	Inception through October 31, 2017

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Richard A. Lockridge	(P)	\$ 925.00	91.50	\$ 84,637.50
Christopher K. Sandberg	(P)	\$ 675.00	361.25	\$ 243,843.75
	(A)			
	(LC)			
	(PL)			
<b>TOTAL</b>			<b>452.75</b>	<b>\$ 328,481.25</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	<b>Please report time in current rates.</b>			

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	<b>Lockridge Grindal Nauen P.L.L.P.</b>
<b>Time Period</b>	<b>Inception through October 31, 2017</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Richard A. Lockridge	(P)	\$ 625.00	1.00	\$ 625.00
Richard A. Lockridge	(P)	\$ 650.00	2.50	\$ 1,625.00
Richard A. Lockridge	(P)	\$ 675.00	49.25	\$ 33,243.75
Richard A. Lockridge	(P)	\$ 700.00	17.50	\$ 12,250.00
Richard A. Lockridge	(P)	\$ 775.00	8.75	\$ 6,781.25
Richard A. Lockridge	(P)	\$ 825.00	8.00	\$ 6,600.00
Richard A. Lockridge	(P)	\$ 900.00	4.50	\$ 4,050.00
Christopher K. Sandberg	(P)	\$ 550.00	206.25	\$ 113,437.50
Christopher K. Sandberg	(P)	\$ 575.00	155.00	\$ 89,125.00
	(A)			
	(LC)			
	(PL)			
<b>TOTAL</b>			<b>452.75</b>	<b>\$ 267,737.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	<b>Please report time in historic rates.</b>			

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>Lockridge Grindal Nauen P.L.L.P.</b>
<b>Time Period</b>	<b>Inception through October 31, 2017</b>

Hours by Task Code													
<b>Name</b>	<b>01</b>	<b>02</b>	<b>03</b>	<b>04</b>	<b>05</b>	<b>06</b>	<b>07</b>	<b>08</b>	<b>09</b>	<b>10</b>	<b>11</b>	<b>13</b>	<b>TOTAL</b>
Richard A. Lockridge					37.5				1.75	52.25			91.5
Christopher K. Sandberg				\$ 68.50	283.5	0.5				8.75			361.25
													0
													0
													0
<b>TOTAL Hours</b>	0	0	0	68.5	321	0.5	0	0	1.75	61	0	0	

**Task Codes:**

- |  |                                      |
|--|--------------------------------------|
| (01) Pre-filing Investigation/Complaints | (07) Class Certification             |
| (02) Legal Research                      | (08) Court Appearances & Preparation |
| (03) Pleadings                           | (09) Settlement                      |
| (04) Motions & Briefs                    | (10) Case Strategy & Management      |
| (05) Discovery                           | (11) Trial Preparation               |
| (06) Experts                             | (13) Appeals                         |

# **EXHIBIT B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>Lockridge Grindal Nauen P.L.L.P.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 143,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 2.10
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	\$ 1,963.08
Telephone & Facsimile	\$ 15.27
Postage/Express Delivery/Courier	\$ 64.29
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 10,711.80
Travel: Lodging / Meals	\$ 2,965.19
Travel: Miscellaneous	\$ 102.30
Car Rental / Cabfare / Parking	\$ 2,075.65
Miscellaneous - food and beverage	\$ 136.67
<b>TOTAL EXPENSES</b>	<b>\$ 161,536.35</b>

# EXHIBIT 13

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DIANNE M. NAST**

I, Dianne M. Nast declare as follows:

1. I am the founder of NastLaw LLC. This firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. In the beginning of this matter, the predecessor law firm, RodaNast, PC, employed the attorneys who worked on this case. In 2012, NastLaw LLC was formed, and the RodaNast, PC attorneys are and have been employed by NastLaw LLC since that time. RodaNast, P.C. is no longer operating. All time and expenses reported in this Declaration include NastLaw LLC and RodaNast, PC time, and are described as time and expenses of "this firm."

3. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 602.8.

4. The total hours expended by this firm produces a lodestar of \$365,729.50 at current rates and \$293,537.50 at historic rates.

5. This firm has been involved in numerous aspects of this litigation including:

- a. extensive discovery work, including document analysis of plaintiff documents for production and privilege issues, document analysis of defendant documents, preparation for and attendance at numerous depositions (of both parties and non-parties), and researching and drafting detailed responses to contention interrogatories served by defendant;
- b. significant involvement in the class certification proceedings, including assisting in preparing for Plaintiffs' proposed class representatives to be deposed; and
- c. researching and drafting motions and responses to those motions, including opposing Defendants' Daubert challenge to Plaintiffs' motion for class certification.

6. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 3 above.

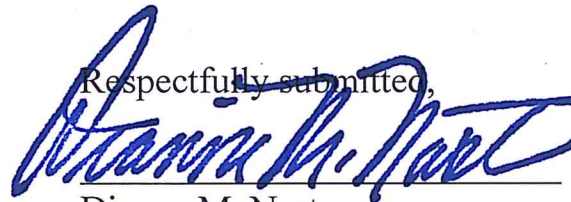
7. Attached as Exhibit A is a time and lodestar summary for time this firm spent working on the case from inception through November 30, 2016, broken down by attorney and task category.

8. The total unreimbursed expenses incurred by this firm, from inception through October 31, 2017 are \$194,224.74. The additional expenses incurred since the 2014 submission are all additional assessment payments that this firm made to support the cost of the continued litigation.

9. Attached as Exhibit B is a summary of the expenses incurred by this firm in the pursuit of this matter.


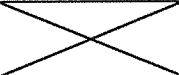
I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 7, 2018

Respectfully submitted,  




Dianne M. Nast  
NastLaw LLC  
1101 Market Street  
Suite 2801  
Philadelphia, Pennsylvania 19107  
(215) 923-9300  
(215) 923-9302 facsimile  
dnast@nastlaw.com

# EXHIBIT A

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>				
<b>Firm Name</b>	NastLaw LLC			
<b>Time Period</b>	Inception through November 30, 2016			
<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Dianne M. Nast	(P)	\$ 865.00	20.30	\$ 17,559.50
Erin C. Burns	(A)	\$ 610.00	529.50	\$ 322,995.00
Matthew A. Reid	(A)	\$ 475.00	53.00	\$ 25,175.00
<b>TOTAL</b>			<b>602.80</b>	<b>\$ 365,729.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	<b>NastLaw LLC</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Dianne M. Nast	(P)	\$ 675.00	12.10	\$ 8,167.50
Dianne M. Nast	(P)	\$ 700.00	2.10	\$ 1,470.00
Dianne M. Nast	(P)	\$ 725.00	1.80	\$ 1,305.00
Dianne M. Nast	(P)	\$ 750.00	2.30	\$ 1,725.00
Dianne M. Nast	(P)	\$ 780.00	0.80	\$ 624.00
Dianne M. Nast	(P)	\$ 800.00	1.20	\$ 960.00
Erin C. Burns	(A)	\$ 430.00	0.20	\$ 86.00
Erin C. Burns	(A)	\$ 445.00	3.50	\$ 1,557.50
Erin C. Burns	(A)	\$ 485.00	228.20	\$ 110,677.00
Erin C. Burns	(A)	\$ 495.00	242.20	\$ 119,889.00
Erin C. Burns	(A)	\$ 510.00	49.60	\$ 25,296.00
Erin C. Burns	(A)	\$ 535.00	0.70	\$ 374.50
Erin C. Burns	(A)	\$ 560.00	5.10	\$ 2,856.00
Matthew A. Reid	(A)	\$ 350.00	53.00	\$ 18,550.00
<b>TOTAL</b>			<b>602.80</b>	<b>\$ 293,537.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN  
Case No. 10-cv-14360  
Time and Task Summary

Firm Name	NastLaw LLC
Time Period	Inception through November 30, 2016

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Dianne M. Nast	3.80		2.60	5.20	2.40	0.20	0.20	0.50	2.90	1.30		1.20	20.3
Erin C. Burns	0.60	6.10	1.40	50.70	372.20		82.50	6.70	2.10	2.10		5.10	529.5
Matthew A. Reid					53.00								53
<b>TOTAL Hours</b>	4.4	6.1	4	55.9	427.6	0.2	82.7	7.2	5	3.4	0	6.3	

Task Codes:

- |  |                                      |
|--|--------------------------------------|
| (01) Pre-filing Investigation/Complaints | (07) Class Certification             |
| (02) Legal Research                      | (08) Court Appearances & Preparation |
| (03) Pleadings                           | (09) Settlement                      |
| (04) Motions & Briefs                    | (10) Case Strategy & Management      |
| (05) Discovery                           | (11) Trial Preparation               |
| (06) Experts                             | (13) Appeals                         |

# EXHIBIT B

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>NastLaw LLC</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 180,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 396.50
Court Costs & Filing Fees	\$ 225.00
Court Reporters & Transcripts	
Computer Research	\$ 341.79
Telephone & Facsimile	\$ 3.01
Postage/Express Delivery/Courier	\$ 24.31
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 7,582.10
Travel: Lodging / Meals	\$ 3,264.45
Travel: Miscellaneous	\$ 96.05
Car Rental / Cabfare / Parking	\$ 1,791.53
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 194,224.74</b>

# EXHIBIT 14

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF DAVID M. CIALKOWSKI**

I, David M. Cialkowski, declare as follows:

1. I am a partner in the law firm Zimmerman Reed LLP. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.
2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 1,541.80.
3. The total hours expended by my firm produces a lodestar of \$739,850.00 at current rates and \$526,224.75 at historic rates.
4. My firm has been involved in numerous aspects of this litigation since its inception, and attorneys and paralegals at my firm undertook:

- a. 26 depositions of third-party hospital providers, BlueCross BlueShield employees, and third-party insurers in locations traversing the State of Michigan, including in the Upper Peninsula;
- b. Drafting memoranda analyzing those depositions;
- c. Document review, analysis, and summary; and
- d. Legal motion and memoranda research and drafting, including preparing to oppose Defendant's motion to exclude Plaintiffs' expert.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$208,865.77.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 2, 2018

Respectfully submitted,

/s/ David M. Cialkowski

David M. Cialkowski  
ZIMMERMAN REED LLP  
1100 IDS Tower  
80 South 8th Street  
Minneapolis, MN 55402  
(612) 341-0400  
david.cialkowski@zimmreed.com

# **EXHIBIT A**



<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Current Rates</b></p>
--

<b>Firm Name</b>	<b>ZIMMERMAN REED LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
David Cialkowski	(P)	\$ 695.00	195.40	\$ 135,803.00
Brian Gudmundson	(P)	\$ 695.00	112.70	\$ 78,326.50
Aditya Bharadwaj	(A)	\$ 250.00	271.35	\$ 67,837.50
June Hoidal	(P)	\$ 695.00	202.65	\$ 140,841.75
Anne Regan	(P)	\$ 550.00	408.45	\$ 224,647.50
Kate Crowley	(PL)	\$ 100.00	24.00	\$ 2,400.00
Leslie Harms	(PL)	\$ 275.00	327.25	\$ 89,993.75
<b>TOTAL</b>			<b>1,541.80</b>	<b>\$ 739,850.00</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	<b>ZIMMERMAN REED LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Anne T. Regan	(P)	\$ 425.00	367.90	\$ 156,357.50
Anne T. Regan	(P)	\$ 550.00	40.55	\$ 22,302.50
David M. Cialkowski	(P)	\$ 495.00	192.40	\$ 95,238.00
David M. Cialkowski	(P)	\$ 595.00	3.00	\$ 1,785.00
Brian C. Gudmundson	(P)	\$ 425.00	112.70	\$ 47,897.50
June P. Hoidal	(A)	\$ 395.00	202.65	\$ 80,046.75
Aditya Bharadwaj	(A)	\$ 250.00	271.35	\$ 67,837.50
Leslie A. Harms	(PL)	\$ 160.00	327.25	\$ 52,360.00
Kate F. Cowley	(LC)	\$ 100.00	24.00	\$ 2,400.00
<b>TOTAL</b>			<b>1,541.80</b>	<b>\$ 526,224.75</b>

<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.	
---	--

<b>Firm Name</b>	<b>ZIMMERMAN REED LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

	Hours by Task Code												
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
David Cialkowski					190.55					4.85			195.4
Brian Gudmundson			0.50		112					0.2			112.7
Aditya Bharadwaj		17.25			232.35					21.75			271.35
June Hoidal					163.9					38.75			202.65
Anne Regan	1.5	4	15.30	21.35	338.15	2	0.25		1	24.9			408.45
Kate Crowley										24			24
Leslie Harms		\$ 3.75			307		0.5			16			327.25
TOTAL Hours	1.5	25	15.8	21.35	1343.95	2	0.75	0	1	130.45	0	0	

Task Codes:	
(01) Pre-filing Investigation/Complaints	(07) Class Certification
(02) Legal Research	(08) Court Appearances & Preparation
(03) Pleadings	(09) Settlement
(04) Motions & Briefs	(10) Case Strategy & Management
(05) Discovery	(11) Trial Preparation
(06) Experts	(13) Appeals

# **EXHIBIT B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>ZIMMERMAN REED LLP</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	\$ 174,500.00
Outside Copies	
In-house Reproduction/Copies	\$ 1,286.80
Court Costs & Filing Fees	\$ 233.00
Court Reporters & Transcripts	
Computer Research	\$ 1,541.63
Telephone & Facsimile	\$ 2.73
Postage/Express Delivery/Courier	\$ 197.87
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 20,598.00
Travel: Lodging / Meals	\$ 7,548.54
Travel: Miscellaneous	\$ 276.80
Car Rental / Cabfare / Parking	\$ 2,680.40
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 208,865.77</b>

# **EXHIBIT 15**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF MARK R. MILLER**

I, Mark R. Miller, declare as follows:

1. I am a partner in the law firm Wexler Wallace LLP. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 203.40.

3. The total hours expended by my firm produces a lodestar of \$125,330.50 at current rates and \$75,562.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation,  
including:

- a. Performance of legal and factual research in connection with the pleadings, briefing, and numerous legal issues present in this litigation (*e.g.* most favored nation clauses) on behalf of the City of Pontiac;
- b. Researching, drafting, and revising the pleadings filed by the City of Pontiac in this action;
- c. Drafting and responding to several motions and/or briefs on behalf of the City of Pontiac, including extensive motion practice regarding consolidation, Defendants' motions to dismiss the City of Pontiac's claims, and discovery issues;
- d. Preparing case management reports and proposed orders;
- e. Preparing for and participating in Rule 26(f) conference on behalf of City of Pontiac; meeting and conferring with co-counsel regarding discovery plan;
- f. Drafting discovery requests to defense and review and evaluation of records and documents relating to the claims brought by the City of Pontiac;

- g. Preparing for and attending a hearing on case status, consolidation, and the appointment of lead counsel;
- h. Attendance at conferences between counsel for the City of Pontiac;
- i. Attendance at meetings, conference calls, and email exchanges with co-counsel regarding case development and strategy, and the prosecution of the case;
- j. Continued review of applicable pleadings and court filings with counsel; and
- k. Teleconferences and correspondence with counsel and client representatives.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$1,083.51.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.

I declare under penalty of perjury under the laws of the United States that  
the foregoing is true and correct.

Dated: May 1, 2018

Respectfully submitted,

/s/ Mark R. Miller

Mark R. Miller

WEXLER WALLACE LLP

55 West Monroe St., Ste. 3300

mrm@wexlerwallace.com

# EXHIBIT A

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Current Rates</b></p>
--

<b>Firm Name</b>	<b>WEXLER WALLACE LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Edward A. Wallace	(P)	\$ 750.00	32.50	\$ 24,375.00
Mark M. Miller	(P)	\$ 675.00	95.10	\$ 64,192.50
Amy E. Keller	(A)	\$ 485.00	75.80	\$ 36,763.00
<b>TOTAL</b>			<b>203.40</b>	<b>\$ 125,330.50</b>

<p><b>Status:</b></p> <p>(P) Partner  (OC) Of Counsel  (A) Associate  (CA) Contract Attorney  (LC) Law Clerk  (PL) Paralegal  (IT) Information Tech.</p>	
--	--

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Historic Rates</b></p>
---

<b>Firm Name</b>	<b>WEXLER WALLACE LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Edward A. Wallace	(P)	\$ 525.00	28.90	\$ 15,172.50
Edward A. Wallace	(P)	\$ 530.00	3.60	\$ 1,908.00
Mark M. Miller	(A)	\$ 375.00	88.60	\$ 33,225.00
Mark M. Miller	(A)	\$ 380.00	6.50	\$ 2,470.00
Amy E. Keller	(A)	\$ 300.00	66.40	\$ 19,920.00
Amy E. Keller	(A)	\$ 305.00	9.40	\$ 2,867.00
<b>TOTAL</b>			<b>203.40</b>	<b>\$ 75,562.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Task Summary</b>
--

<b>Firm Name</b>	<b>WEXLER WALLACE LLP</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Hours by Task Code													
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Edward A. Wallace			15.50	7.20	0.50			1.00		8.30			32.5
Mark M. Miller				59.00	32.40			0.30		3.40			95.1
Amy E. Keller		16.00		30.40	13.10			10.30		6.00			75.8
<b>TOTAL Hours</b>	0	16	15.5	96.6	46	0	0	11.6	0	17.7	0	0	

<b>Task Codes:</b>	
(01) Pre-filing Investigation/Complaints (02) Legal Research (03) Pleadings (04) Motions & Briefs (05) Discovery (06) Experts	(07) Class Certification (08) Court Appearances & Preparation (09) Settlement (10) Case Strategy & Management (11) Trial Preparation (13) Appeals

# **EXHIBIT B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>WEXLER WALLACE LLP</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	
Outside Copies	
In-house Reproduction/Copies	\$ 6.04
Court Costs & Filing Fees	\$ 203.00
Court Reporters & Transcripts	
Computer Research	\$ 231.80
Telephone & Facsimile	
Postage/Express Delivery/Courier	\$ 38.88
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	\$ 365.40
Travel: Lodging / Meals	\$ 4.98
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	\$ 233.41
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 1,083.51</b>

# EXHIBIT 16

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF JASON J. THOMPSON**

I, Jason J. Thompson, declare as follows:

1. I am a partner in the law firm of Sommers Schwartz, P.C. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 1,163.90 hours.

3. The total hours expended by my firm produces a lodestar of \$835,461.50 at current rates and \$ 639,960.00 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including: filing and litigation of claims against Blue Cross on behalf of the City of Pontiac and other putative non-Blue Cross purchasers, including defense of those plaintiffs' per se unlawful, MFN-Plus claims, the appointment of interim class counsel and early discovery and coordination activities with the DOJ and Aetna. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

5. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

6. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$4,389.15.

7. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter. The \$307.80 listed for Computer Research on the 2014 summary of expenses is included under Miscellaneous on the current summary. Also, the \$384.34 listed for Travel: Miscellaneous on the 2014 summary of expenses is now listed under Travel: Airfare on the current summary. These expenses were erroneously included in the different categories on the previous summary.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 2, 2018

Respectfully submitted,



/s/ Jason J. Thompson

Jason J. Thompson  
SOMMERS SCHWARTZ, P.C.  
One Towne Square, 17<sup>th</sup> Floor  
248-355-0300  
jthompson@sommerspc.com

# EXHIBIT A



<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Current Rates</b>
--

<b>Firm Name</b>	<b>SOMMERS SCHWARTZ, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Jason J. Thompson	(P)	\$ 735.00	555.40	\$ 408,219.00
Lance C. Young	(P)	\$ 735.00	520.40	\$ 382,494.00
Lisa Mikalonis	(P)	\$ 685.00	36.10	\$ 24,728.50
Tiffany Ellis	(CA)	\$ 385.00	52.00	\$ 20,020.00
<b>TOTAL</b>			<b>1,163.90</b>	<b>\$ 835,461.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Lodestar Summary - Historic Rates</b>
---

<b>Firm Name</b>	<b>SOMMERS SCHWARTZ, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Name	Status	Hourly Rate	Total Hours	Total Lodestar
Jason J. Thompson	(P)	\$ 565.00	555.40	\$ 313,801.00
Lance C. Young	(P)	\$ 565.00	520.40	\$ 294,026.00
Lisa Mikalonis	(P)	\$ 530.00	36.10	\$ 19,133.00
Tiffany Ellis	(CA)	\$ 250.00	52.00	\$ 13,000.00
<b>TOTAL</b>			<b>1,163.90</b>	<b>\$ 639,960.00</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

**THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN**  
**Case No. 10-cv-14360**  
**Time and Task Summary**

<b>Firm Name</b>	<b>SOMMERS SCHWARTZ, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

Hours by Task Code													
<b>Name</b>	<b>01</b>	<b>02</b>	<b>03</b>	<b>04</b>	<b>05</b>	<b>06</b>	<b>07</b>	<b>08</b>	<b>09</b>	<b>10</b>	<b>11</b>	<b>13</b>	<b>TOTAL</b>
Jason J. Thompson	46.65	25.95		255.05	78.05	13.35		38.80	9.65	87.90			555.4
Lance C. Young		14.60	7.40	280.50	112.9			65.10	2.80	37.10			520.4
Lisa Mikalonis		16.50		10.40	1.00	0.90				7.30			36.1
Tiffany Ellis		13.50		2.60	33.7					2.2			52
<b>TOTAL Hours</b>	46.65	70.55	7.4	548.55	225.65	14.25	0	103.9	12.45	134.5	0	0	

**Task Codes:**

- |  |                                      |
|--|--------------------------------------|
| (01) Pre-filing Investigation/Complaints | (07) Class Certification             |
| (02) Legal Research                      | (08) Court Appearances & Preparation |
| (03) Pleadings                           | (09) Settlement                      |
| (04) Motions & Briefs                    | (10) Case Strategy & Management      |
| (05) Discovery                           | (11) Trial Preparation               |
| (06) Experts                             | (13) Appeals                         |

# **EXHIBIT B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>SOMMERS SCHWARTZ, P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	
Outside Copies	
In-house Reproduction/Copies	\$ 1,145.60
Court Costs & Filing Fees	\$ 350.00
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	\$ 1,245.25
Postage/Express Delivery/Courier	\$ 44.98
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	\$ 684.71
Travel: Airfare	\$ 384.34
Travel: Lodging / Meals	\$ 97.57
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	
Miscellaneous	\$ 436.70
<b>TOTAL EXPENSES</b>	<b>\$ 4,389.15</b>

# EXHIBIT 17

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF ERIC S. GOLDSTEIN**

I, Eric S. Goldstein, declare as follows:

1. I was a partner in the law firm Johnston Sztykiel Hunt Goldstein & Fitzgibbons for all times pertinent to this Declaration. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by my firm, from inception through November 30, 2016, by attorneys and paralegals at this firm is 96.90. I was the only attorney at my firm to work on this case on behalf of the City of Pontiac and as part of class representation. I have since left the firm but make this Declaration in support of fees to be paid to the firm.

3. The total hours expended by my firm produces a lodestar of \$62,985 at current rates and \$48,450 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including:

- a. While a partner at the firm, I was primary outside counsel for the City of Pontiac for civil litigation.
- b. I was a primary contact between the City and the litigation team in this case.
- c. My responsibilities included strategy development, briefing development, review and revisions along with hearing attendance.
- d. Additional responsibilities included advising the City of developments, advising of their significance and providing counsel.
- e. Additional responsibilities included identifying data for collection and contacts to enable collection of data.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$49.08.

8. Attached as Exhibit B is a summary of the expenses by category incurred by my firm in the pursuit of this matter.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 8, 2018, 2018

Respectfully submitted,

/s/ Eric S. Goldstein

19581 Silver Spring Street

Southfield MI 48076

(248)762-8971

Goldstein64@comcast.net

# EXHIBIT A

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Current Rates</b></p>
--

<b>Firm Name</b>	<b>Johnston, Sztykiel &amp; Hunt, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Eric S. Goldstein	(P)	\$650	96.90	\$ 62,985.00
<b>TOTAL</b>			<b>96.90</b>	<b>\$ 62,985.00</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Historic Rates</b></p>
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<b>Firm Name</b>	<b>Johnston, Szytkiel &amp; Hunt, P.C.</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Eric S. Goldstein	(P)	\$500	96.90	\$ 48,450.00
<b>TOTAL</b>			<b>96.90</b>	<b>\$ 48,450.00</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Time and Task Summary</b>
--

<b>Firm Name</b>	Johnston, Sztykiel & Hunt, P.C.
<b>Time Period</b>	Inception through November 30, 2016

	Hours by Task Code												
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Eric S. Goldstein	4.6	\$ 2.50	0.10	\$ 29.40	3			16.9		40.4			96.9
<b>TOTAL Hours</b>	4.6	2.5	0.1	29.4	3	0	0	16.9	0	40.4	0	0	<div style="border: 1px solid black; width: 100%; height: 100%; transform: rotate(45deg); transform-origin: center;"></div>

<b>Task Codes:</b>	
(01) Pre-filing Investigation/Complaints (02) Legal Research (03) Pleadings (04) Motions & Briefs (05) Discovery (06) Experts	(07) Class Certification (08) Court Appearances & Preparation (09) Settlement (10) Case Strategy & Management (11) Trial Preparation (13) Appeals

# **EXHIBIT B**

<b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b> <b>Case No. 10-cv-14360</b> <b>Costs and Expenses Summary</b>	
<b>FIRM NAME</b>	<b>Johnston, Szykiel &amp; Hunt, P.C.</b>
<b>TIME PERIOD</b>	<b>INCEPTION THROUGH OCTOBER 31, 2017</b>
<b>DESCRIPTION</b>	<b>EXPENSES INCURRED</b>
Assessments	
Outside Copies	
In-house Reproduction/Copies	\$ 1.65
Court Costs & Filing Fees	
Court Reporters & Transcripts	
Computer Research	
Telephone & Facsimile	\$ 0.91
Postage/Express Delivery/Courier	\$ 2.52
Professional Fees (Investigator, Accountant, etc.)	
Expert Costs	
Witness / Service Fees	
Travel: Airfare	
Travel: Lodging / Meals	
Travel: Miscellaneous	
Car Rental / Cabfare / Parking	\$ 44.00
Miscellaneous	
<b>TOTAL EXPENSES</b>	<b>\$ 49.08</b>

# **EXHIBIT 18**

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF LANCE C. YOUNG**

I, LANCE C. YOUNG, declare as follows:

1. I am the sole proprietor of the Law Office of Lance C. Young. My firm has represented Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs' application for fees and expenses.

2. The total number of hours reasonably expended on this litigation by myself, from inception through November 30, 2016, by attorneys and paralegals at this firm is 309.10.

3. The total hours expended by my firm produces a lodestar of \$227,188.50 at current rates and \$174,641.50 at historic rates.

4. My firm has been involved in numerous aspects of this litigation, including: filing and litigation of claims against Blue Cross by the City of Pontiac and other putative non-Blue Cross purchasers, including defense of those plaintiffs' per se unlawful, MFN-Plus claims, the appointment of interim class counsel and early discovery coordination activities with the DOJ and Aetna.

5. Time spent preparing this fee declaration and the prior one is not included in the hours stated in paragraph 2 above.

6. Attached as Exhibit A is a time and lodestar summary for time my firm spent working on this case from inception through November 30, 2016, broken down by attorney and task category.

7. The total unreimbursed expenses reasonably incurred by the firm in this case, from inception through October 31, 2017, are \$0.

8. On April 18, 2011, I joined the Sommers Schwartz law firm. This declaration includes my hours in the case up to that date and my post-employment hours are included in Sommers Schwartz' separate declaration.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 2, 2018 Respectfully submitted,

/s/ Lance C. Young  
Lance C. Young  
Law Office of Lance C. Young  
c/o Sommers Schwartz, P.C.  
One Towne Square, 17<sup>th</sup> Floor  
Southfield, MI 48076  
(248) 355-0300  
lyoung@sommerspc.com

# **EXHIBIT A**

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Current Rates</b></p>	
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<b>Firm Name</b>	<b>Law Office of Lance C. Young</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Lance C. Young	(P)	\$ 735.00	309.10	\$ 227,188.50
<b>TOTAL</b>			<b>309.10</b>	<b>\$ 227,188.50</b>
<p><b>Status:</b></p> <p>(P) Partner  (OC) Of Counsel  (A) Associate  (CA) Contract Attorney  (LC) Law Clerk  (PL) Paralegal  (IT) Information Tech.</p>				

<p align="center"><b>THE SHANE GROUP, INC., et al., v. BLUE CROSS BLUE SHIELD OF MICHIGAN</b>  <b>Case No. 10-cv-14360</b>  <b>Time and Lodestar Summary - Historic Rates</b></p>
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<b>Firm Name</b>	<b>Law Office of Lance C. Young</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

<b>Name</b>	<b>Status</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Lodestar</b>
Lance C. Young	(P)	\$ 565.00	309.10	\$ 174,641.50
<b>TOTAL</b>			<b>309.10</b>	<b>\$ 174,641.50</b>
<b>Status:</b>  (P) Partner (OC) Of Counsel (A) Associate (CA) Contract Attorney (LC) Law Clerk (PL) Paralegal (IT) Information Tech.				

<b>Firm Name</b>	<b>Law Office of Lance C. Young</b>
<b>Time Period</b>	<b>Inception through November 30, 2016</b>

	Hours by Task Code												
Name	01	02	03	04	05	06	07	08	09	10	11	13	TOTAL
Lance C. Young (P)	21.2	22.5	73.3	101.2	27.6	1.3		4.8		57.2			309.1
<b>TOTAL Hours</b>	21.2	22.5	73.3	101.2	27.6	1.3	0	4.8	0	57.2	0	0	

(01)	Pre-filing Investigation/Complaints
(02)	Legal Research
(03)	Pleadings
(04)	Motions & Briefs
(05)	Discovery
(06)	Experts

- (07) Class Certification
- (08) Court Appearances & Preparation
- (09) Settlement
- (10) Case Strategy & Management
- (11) Trial Preparation
- (13) Appeals

# EXHIBIT 19

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

THE SHANE GROUP, INC., *et al.*,

Plaintiffs, on behalf of themselves  
and all others similarly situated,

v.

BLUE CROSS BLUE SHIELD OF  
MICHIGAN,

Defendant.

Civil Action No. 2:10-cv-14360-DPH-  
MKM

Judge Denise Page Hood  
Magistrate Judge Mona K. Majzoub

**DECLARATION OF THEODORE B. BELL**

I, Theodore B. Bell, declare as follows:

1. I am Of Counsel to the law firm Wolf Haldenstein Adler Freeman & Herz LLP (“WHAFH” or “the firm”). WHAFH represents Plaintiffs and the settlement class in this case. I am submitting this Declaration in support of Plaintiffs’ application for fees and expenses and for compensation to the class representatives.

2. This declaration is based upon my personal knowledge and/or experience in this case.

3. One of the many responsibilities I had in this case included working with representatives from The Shane Group, Inc. (which I understand is now known as The Shane Group Liquidating, Inc.) (the “Shane Group”) and Bradley Veneberg

and keeping these plaintiffs apprised of significant developments in the case and assisting them as needed in fulfilling their respective duties and responsibilities as class representatives.

4. Both Mr. Veneberg and the Shane Group first became involved in this case in the Fall of 2010.

5. At no time did I ever promise anyone from the Shane Group or Bradley Veneberg any type of financial payment for their involvement as class representatives in this case other than what they might receive as their respective shares as Class Members from any class settlement or judgment achieved.

6. I also informed the Shane Group and Mr. Veneberg that the Court alone would decide what, if any, compensation award they would receive.

7. Prior to the settlement being reached, I never discussed with anyone from the Shane Group or Mr. Veneberg any amounts that Plaintiffs' Counsel would seek for incentive awards.

8. The Shane Group and Bradley Veneberg initially filed their Class Action Complaint against Blue Cross and Blue Shield of Michigan ("BCBS") on October 29, 2010, and both were subsequently named as plaintiffs in the Consolidated Amended Complaint filed on June 12, 2012.

9. Both the Shane Group and Mr. Veneberg consulted with the firm and stayed abreast of the status of the litigation. Their efforts included periodic

communications, including calls and emails with counsel, and the review of pleadings and other key filings in the litigation.

10. With respect to discovery, Bradley Veneberg responded to Defendant's discovery requests by discussing the requests with counsel, searching for and collecting his family's records regarding hospital payments and expenses, requesting hospital payment records from his insurer and providing counsel with permission to seek documents from any third parties that might have potentially relevant records pertaining to Mr. Veneberg's hospital payments or expenses. Mr. Veneberg ultimately produced hundreds of pages of documents in discovery.

11. Likewise, the Shane Group worked with counsel to research its health care purchases, employee health insurance and HRA plans, and any obligations it may have had to pay or reimburse its employee's hospital payments or insurance deductibles.

12. The Shane Group further assisted counsel by discussing Defendant's discovery requests, searching through the Shane Group's records for relevant documents or information, and by seeking documents or information from third parties such as the Shane Group's insurance benefits administrator and various Shane Group employees.

13. Neither Mr. Veneberg nor the Shane Group were ultimately deposed in this litigation, but both parties were willing and able to appear for deposition had they been called upon to do so.

14. I have not previously encountered any requirement for class representatives to keep contemporaneous records of their time spent assisting counsel or prosecuting their class claims and neither Bradley Veneberg nor the Shane Group kept such records.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: May 17, 2018

Respectfully submitted,

By: /s/ Theodore B. Bell

Theodore B. Bell (P-47987)  
**WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP**  
70 West Madison Street, Suite 1400  
Chicago, Illinois 60602  
Tel.: (312) 984-0000  
Fax: (312) 214-3110  
[tbell@whafh.com](mailto:tbell@whafh.com)